

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:)	Chapter 11
)	
THE KRYSTAL COMPANY, <i>et al.</i> , ¹)	Case No. 20-61065
)	
)	
Debtors.)	(Joint Administration Requested)
)	

**DEBTORS' EMERGENCY MOTION FOR ENTRY OF INTERIM AND FINAL
ORDERS (I) PROHIBITING UTILITIES FROM ALTERING, REFUSING, OR
DISCONTINUING SERVICE ON ACCOUNT OF PREPETITION INVOICES; (II)
DEEMING UTILITIES ADEQUATELY ASSURED OF FUTURE PERFORMANCE;
(III) ESTABLISHING PROCEDURES FOR DETERMINING ADEQUATE
ASSURANCE OF PAYMENT; AND (IV) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this *Emergency Motion for Entry of Interim and Final Orders (I) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service on Account of Prepetition Invoices; (II) Deeming Utilities Adequately Assured of Future Performance; (III) Establishing Procedures for Determining Adequate Assurance of Payment; and (IV) Granting Related Relief* (this “Motion”).

In support of this Motion, the Debtors respectfully represent as follows:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: The Krystal Company (4140); Krystal Holdings, Inc. (5381); and K-Square Acquisition Co., LLC (8916). The location of the Debtors’ corporate headquarters and service address is: 1455 Lincoln Parkway, Suite 600, Dunwoody, Georgia 30346.

JURISDICTION AND VENUE

1. This Court has jurisdiction over these cases and this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409(a).

2. The bases for the relief requested herein are sections 105(a), 366, 1107, and 1108 of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

BACKGROUND

3. On January 19, 2020 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Georgia (the “Court”). The Debtors have continued in possession of their properties and have continued to operate and manage their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner, and no official committee has yet been established in these cases.

4. The factual background relating to the Debtors’ commencement of these cases is set forth in detail in the *Declaration of Jonathan M. Tibus in Support of Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”) filed on the Petition Date and incorporated herein by reference. Additional facts specific to this Motion are set forth below.

The Utility Providers

5. Utility services are essential to the Debtors' ability to sustain their operations while these chapter 11 cases are pending. To operate their business and manage their properties, the Debtors incur utility expenses for natural gas, electricity, water, sewage, waste management, local and long-distance telecommunications, and other similar services (collectively, the "Utility Services"). These Utility Services are provided by approximately 230 utility providers (the "Utility Providers"), with which Debtors may have multiple accounts. A non-exhaustive list identifying the Utility Providers is attached hereto as Exhibit A (the "Utilities Service List").²

6. The Debtors spend an aggregate amount of approximately \$987,000 each month on Utility Services from the Utility Providers listed on the Utility Service List.

7. Certain third parties, often governmental units or other public agencies, have required the Debtors to post surety bonds or deposits to secure the Debtors' payment or performance of certain obligations. The obligations secured by these bonds and deposits include the Debtors' obligations to pay certain Utility Services. Of the approximately 230 Utility Providers, approximately 61 hold surety bonds or deposits in the aggregated amount of approximately \$937,000.

² The listing of any entity on Exhibit A is not an admission that such entity is a utility within the meaning of section 366 of the Bankruptcy Code. The Debtors reserve all rights to further address the characterization of any particular entity listed on Exhibit A as a Utility Provider subject to section 366(a). The Debtors further reserve the right to terminate the services of any Utility Provider at any time and to seek an immediate refund of any utility deposit without effect to any right of setoff or claim asserted by such Utility Provider against the Debtors. This Motion does not seek assumption or rejection of any executory contract under section 365 of the Bankruptcy Code, and the Debtors reserve the right to claim that any contract with the Utility Providers is or is not an executory contract, as the facts may dictate. The relief requested herein is with respect to all Utility Providers and is not limited only to those listed on Exhibit A.

8. To manage the Utility Services at their many locations, the Debtors contract with two third party processors: Vatic Outsourcing, LLC (“Vatic”) and Engie Resources (“Engie”, together with Vatic, the “Utility Managers”). Engie manages the Debtors’ accounts for the majority of the Utility Providers and Services, including electric, water/wastewater, sewer, trash, and gas services. Vatic manages the Debtors’ accounts for the majority of the Debtors’ telecommunication providers. Together, the Utility Managers manage approximately 1,028 utility accounts for the Debtors. The Utility Managers’ services include providing a web-based platform and utility bill management, which include paying bills for the Utility Services as agents for the Debtors and providing accounting information to the Debtors with respect to the Utility Services they manage. Although the Debtors contract directly with the Utility Providers, invoices from the Utility Providers are directed to the Utility Managers, who then reconcile the invoices, submit them to the Debtors with a request for funding and a payment date, and then disburse the funds received from the Debtors to the Utility Providers. The Utility Managers charge the Debtors a monthly fee for such services comprised of a flat fee component and a component based on the volume of accounts processed. The Debtors pay, on average, \$4,000 per month for Engie’s services and \$4,300 per month for Vatic’s services.

9. In general, the Debtors have established satisfactory payment history with the Utility Providers and have made payments on a regular and timely basis. To the best of the Debtors’ knowledge, there are no material defaults or arrearages with respect to undisputed invoices for prepetition Utility Services as of the Petition Date. The Debtors intend to pay any postpetition obligations for the Utility Services in a timely fashion and in the ordinary course.

10. Continued and uninterrupted Utility Services is vital to the Debtors' ability to sustain their operations during these chapter 11 cases. Because of the nature of the Debtors' operations, termination or interruption of the Debtors' utility service would dramatically impair the Debtors' ability to conduct business and would cause considerable inconvenience to the Debtors' customers and employees. If Utility Providers are permitted to terminate or disrupt service to the Debtors, the Debtors' primary revenue source would be threatened.

RELIEF REQUESTED

11. By this Motion, the Debtors respectfully request the entry of an interim and final order (the "Interim Order" and the "Final Order", respectively), pursuant to section 366 of the Bankruptcy Code: (a) prohibiting the Utility Providers from altering, refusing, or discontinuing service on account of prepetition invoices, (b) deeming utilities adequately assured of future performance, (c) establishing the Determination Procedures for determining adequate assurance of payment, and (d) granting related relief.

12. Also, the Debtors request that the Court schedule a final hearing on this Motion (the "Final Hearing") at its convenience on a date in advance of the expiration of thirty (30) days following the Petition Date in order to, as discussed below: (a) address any outstanding objections to the Motion and (b) resolve any disputes regarding adequate assurance of payment prior to the expiration of the thirty (30) day period set forth in section 366(c)(2) of the Bankruptcy Code.

A. The Proposed Adequate Assurance

13. The Debtors intend to pay all postpetition obligations owed to the Utility Providers in a timely manner and expect that revenue generated from business operations and/or

funds from their cash collateral will be sufficient to pay all undisputed postpetition utility obligations. Moreover, many of the Utility Providers hold bonds or deposits that provide adequate assurance of payment. Nevertheless, to provide adequate assurance of payment for future services to the Utility Providers as set forth in section 366(c) of the Bankruptcy Code, the Debtors propose to deposit an initial sum equal to the Debtors' estimated average costs for two (2) weeks of Utility Services (minus the amount of any existing bonds or deposits) in a segregated, non-interest bearing account (the "Adequate Assurance Account") prior to the Final Hearing on this Motion (the "Adequate Assurance Deposits"). Because the Debtors' monthly spending on Utility Services is approximately \$987,000, the Debtors propose that the Adequate Assurance Deposit should be \$299,000, after adjusting for the surety bonds and deposits that certain Utility Providers currently hold;³ provided that the Debtors may reduce this amount in the event that their relationship with any Utility Provider ends as a result of a store closure or otherwise. In that event, the Debtors may reduce the Adequate Assurance Deposits by the portion escrowed for any Utility Provider whose relationship has been terminated.

14. The Debtors propose to adjust the amount in the Adequate Assurance Account to reflect the following factors: (i) the termination of Utility Services by the Debtors regardless of any Additional Assurance Requests (as defined below) and (ii) agreements with the Utility Providers. These adjustments will permit the Debtors to maintain the Adequate Assurance Account with an amount that consistently provides the Utility Providers security for their Utility Services with a two-week deposit on account of such services.

³ To calculate the Adequate Assurance Deposit, the Debtors reduced the amount of the deposit associated with any Utility Provider by the amount of the bond or deposit held by such Utility Provider.

15. The Debtors submit that the Adequate Assurance Deposits and the bonds and deposits on account already, in conjunction with the Debtors' ability to pay for future utility services in the ordinary course of business (collectively, the "Proposed Adequate Assurance"), constitute sufficient adequate assurance to the Utility Providers. If any Utility Provider believes additional assurance is required, they may request such assurance pursuant to the procedures described below.

B. The Proposed Determination Procedures

16. To address the rights of a Utility Provider under section 366(c)(2) of the Bankruptcy Code and in light of the severe consequences to the Debtors of any interruption in services by the Utility Providers, the Debtors propose the following procedures (the "Determination Procedures") for approval and adoption:

A. Absent compliance with the Determination Procedures, a Utility Provider may not alter, refuse or discontinue service to or otherwise discriminate against the Debtors on account of the commencement of these chapter 11 cases or any unpaid prepetition charges or request payment of a deposit or receipt of other security in connection with any unpaid prepetition charges.

B. Within three (3) business days after the entry of the Interim Order on the Motion, the Debtors will serve a copy of the Interim Order on the Utility Providers on the Utility Service List by first class mail. In the event that any Utility Provider has been omitted from the Utility Service List, the Debtors shall supplement this list and shall promptly serve a copy of the Interim Order on such Utility Provider upon learning of such omission.

C. If a Utility Provider is not satisfied with the Proposed Adequate Assurance provided by the Debtors, the Utility Provider must make a request for additional assurance of payment (a "Request") and serve such Request so that it is received no later than seven (7) days prior to the Final Hearing by counsel for the Debtors, at King & Spalding LLP, 1180 Peachtree Street, Atlanta, Georgia 30309-3521 (Attention: Leia Clement Shermohammed, Esq.). Any such Request by a Utility Provider must specify the amount and nature of assurance of payment that would be satisfactory to the Utility Provider and must set forth (i) the type of utility services that are provided and the

associated account number, (ii) the location for which the relevant utility services are provided, (iii) a list of any deposits or other security currently held by such Utility Provider and held by such Utility Provider immediately prior to the Petition Date on account of the Debtors, (iv) a description of any payment delinquency or irregularity by the Debtors for the postpetition period, and (v) the average monthly amount owed by the Debtors for each of the prior six months.

D. Without further order of the Court, the Debtors may enter into agreements granting to the Utility Providers that have submitted Requests any assurance of payment that the Debtors, in their sole discretion, determine is reasonable.

E. If a Utility Provider timely requests assurance of payment that the Debtors believe is unreasonable, and if after good faith negotiations by the parties, the parties are not able to resolve the issue, the adequacy of assurances of payment with respect to any such Utility Provider pursuant to section 366(c)(3) of the Bankruptcy Code will be determined at the Final Hearing.

F. Pending resolution of a Request at the Final Hearing and pending entry of a final, non-appealable order thereon finding that the Utility Provider is not adequately assured of future payment, such Utility Provider shall be (i) prohibited from discontinuing, altering or refusing service to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Proposed Adequate Assurance and (ii) deemed to have adequate assurance of payment.

G. Any Utility Provider that does not timely request assurance of payment through a Request pursuant to the Determination Procedures automatically will be deemed to have received assurance of payment that is satisfactory to the Utility Provider under section 366(c)(2) without further action by the Debtors and without prejudice to the right of such Utility Provider to seek relief in the future pursuant to section 366(c)(3).

17. The Debtors also request authorization to adjust periodically the amount in the Adequate Assurance Account to reflect the following three factors: (a) the termination of Utility Services by the Debtors; and (b) the entry into any agreements between the Debtors and the applicable Utility Providers.

18. Although the Debtors have made every attempt to identify any and all Utility Providers, certain Utility Providers that currently provide utility services for the Debtors may not be listed on the Utility Service List. Accordingly, the Debtors request that the Court:

(a) authorize the Debtors to provide notice and a copy of the Interim Order (which, for purposes of this paragraph, shall be the Final Order on this Motion after entry of such Final Order) to Utility Providers not listed on the Utility Service List (collectively, the “Additional Utility Providers”), as such Utility Providers are identified, and (b) provide that the Additional Utility Providers are subject to the terms of the Interim Order, including the Determination Procedures. As a result, the Additional Utility Providers will be afforded thirty (30) days from the service of the Interim Order on a particular Additional Utility Provider to request assurance of payment from the Debtors pursuant to the Determination Procedures.

BASIS FOR RELIEF

19. Section 366 of the Bankruptcy Code protects a debtor against the immediate termination of utility services after commencing its case. 11 U.S.C. § 366(a). Section 366 applies to entities providing electricity, gas, oil, water, trash removal, and/or telephone services, as well as any other entity that supplies services that cannot be readily obtained or replaced elsewhere, or which constitutes a monopoly with respect to the services it provides to a debtor. *See In re Nw. Recreational Activities, Inc.*, 8 B.R. 7, 9 (Bankr. N.D. Ga. 1980) (discussing the application of section 366 to “utilities”).

20. In a chapter 11 case, a utility provider may not alter, refuse, or discontinue services to a debtor solely because of unpaid prepetition amounts unless, during the 20-day period following the commencement date, the utility does not receive “adequate assurance” of payment for postpetition services.⁴ 11 U.S.C. § 366(b). Furthermore, under section 366(c)(2), a

⁴ Section 366 of the Bankruptcy Code provides, in relevant part, as follows:

utility may alter, refuse, or discontinue service, if during the 30-day period beginning on the petition date, the utility does not receive from the debtor adequate assurance of payment that is *satisfactory to the utility.*

21. Prior to the enactment of the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 (the “2005 Amendments”), it was well established by courts, commentators, and legislative history that section 366 of the Bankruptcy Code did not require, as a matter of course, that the debtor provide a deposit or other security to its utilities as adequate

(a) Except as provided in subsections (b) and (c) of this section, a utility may not alter, refuse, or discontinue service to, or discriminate against, the trustee or the debtor solely on the basis of the commencement of a case under this title or that a debt owed by the debtor to such utility for service rendered before the order for relief was not paid when due.

(b) Such utility may alter, refuse, or discontinue service if neither the trustee nor the debtor, within 20 days after the date of the order for relief, furnishes adequate assurance of payment, in the form of a deposit or other security, for service after such date. On request of a party in interest and after notice and a hearing, the court may order reasonable modification of the amount of the deposit or other security necessary to provide adequate assurance of payment.

* * *

(c)

(2) Subject to paragraphs (3) and (4), with respect to a case filed under chapter 11, a utility referred to in subsection (a) may alter, refuse, or discontinue utility service, if during the 30-day period beginning on the date of the filing of the petition, the utility does not receive from the debtor or the trustee adequate assurance of payment for utility service that is satisfactory to the utility.

(3)

(A) On request of a party in interest and after notice and a hearing, the court may order modification of the amount of an assurance of payment under paragraph (2).

(B) In making a determination under this paragraph whether an assurance of payment is adequate, the court may not consider —

- (i) the absence of security before the date of the filing of the petition;
- (ii) the payment by the debtor of charges for utility service in a timely manner before the date of the filing of the petition; or
- (iii) the availability of an administrative expense priority.

11 U.S.C. § 366.

assurance of payment.⁵ Pursuant to changes made effective by the 2005 Amendments, in determining whether an assurance of payment is adequate, the court may not consider (i) the absence of security before the petition date; (ii) the debtor’s history of timely payments; or (iii) the availability of an administrative expense priority. 11 U.S.C. § 366(c)(3)(B). While the amended section 366(c) clarifies what does and does not constitute “assurance of payment” and what can be considered in determining whether such assurance is adequate, Congress, in enacting that section, did not divest this Court of its power to determine what amount, if any, is necessary to provide adequate assurance of payment to a utility provider. 11 U.S.C. § 366(c)(3)(A). Specifically, pursuant to section 366(c)(3)(A), “[o]n request of a party in interest and after notice and a hearing, the court may order modification of the amount of an assurance of payment.” *Id.*; see *In re Beach House Prop., LLC*, Case No. 08-11761, 2008 Bankr. LEXIS 1091, at *3-*4 (Bankr. S.D. Fla. Apr. 8, 2008) (quoting 3 Collier on Bankruptcy ¶ 366.03[2] (rev. 15th ed. 2006) (“Under § 366(c)(2), the debtor must pay what the utility demands, *unless the court orders otherwise.*” (emphasis added in *Beach House*))). Under section 366(c), there is nothing to prevent a court from deciding, as courts did before the enactment of the 2005 Amendments, that, on the facts of the case before it, the amount required of the debtor to provide adequate assurance of payment to a utility provider is nominal, or even zero. See *In re Buffets*

⁵ For example, in *Va. Elec. & Power Co. v. Caldor, Inc.*, 117 F.3d 646, 647 (2d Cir. 1997), the United States Court of Appeals for the Second Circuit affirmed the bankruptcy court’s ruling that the debtor’s prepetition payment history, its postpetition liquidity, and the administrative expense priority afforded to postpetition invoices constituted adequate assurance of future performance. The Second Circuit rejected the argument that section 366(b) nevertheless required a “deposit or other security,” holding that “a bankruptcy court’s authority to ‘modify’ the level of the ‘deposit or other security,’ provided for under section 366(b), includes the power to require no ‘deposit or other security’ where none is necessary to provide a utility supplier with ‘adequate assurance of payment.’” *Id.* at 650.

Holdings, Inc., No. 08-10141 (Bankr. D. Del. Jan. 23, 2008) (approving adequate assurance consisting of an escrow equal to 50% of the estimated costs of monthly utility consumption); *In re Pac-West Telecomm, Inc.*, No. 07-10562 (Bankr. D. Del. May 2, 2007) (approving adequate assurance that was a one-time supplemental prepayment to each Utility Provider equal to pro rated amount of one week's charges).

22. Historically, chapter 11 debtors were able, under section 366 of the Bankruptcy Code, to put the onus on utility providers to argue that whatever form of adequate assurance proposed by the debtor was insufficient. The 2005 Amendments arguably shift the burden onto the debtor to provide adequate assurance that the utility providers find satisfactory, and to seek court review if a utility provider does not accept the proposed adequate assurance. Under this reading of section 366, a Utility Provider could, on the 29th day following the Petition Date, announce that the proposed adequate assurance is not acceptable, demand an unreasonably large deposit in the context of the risk from the Debtors, and threaten to terminate the utility service the next day unless the Debtors complied with the demand. While the Debtors do not concede that this is a correct reading of amended section 366, the Debtors nonetheless believe it is prudent to require Utility Providers to raise any objections to the Proposed Adequate Assurance so that such objections may be heard by the Court prior to the running of the 30-day period following the Petition Date.

23. Congress has not changed the requirement that the assurance of payment only be "adequate." Courts construing section 366(b) of the Bankruptcy Code have long recognized that "adequate" assurance of payment does not require an absolute guarantee of the debtor's ability to pay. *See, e.g., In re Caldor, Inc. – NY*, 199 B.R. 1, 3 (S.D.N.Y. 1996) ("Section 366(b) requires

[a] [b]ankruptcy [c]ourt to determine whether the circumstances are sufficient to provide a utility with ‘adequate assurance’ of payment. The statute does not require an ‘absolute guarantee of payment.’”) (citation omitted), *aff’d sub nom. Va. Elec. & Power Co. v. Caldor, Inc.* – NY, 117 F.3d 646 (2d Cir. 1997); *In re C.T. Harris, Inc.*, 295 B.R. 405, 406-07 (Bankr. M.D. Ga. 2003) (noting that debtor’s “current liquidity” was adequate assurance of future payment); *In re Anchor Glass Container Corp.*, 342 B.R. 872, 875 (Bankr. M.D. Fla. 2005); *Adelphia Bus. Solutions, Inc.*, 280 B.R. 63, 80 (Bankr. S.D.N.Y. 2002); *In re Astle*, 338 B.R. 855, 860–61 (Bankr. D. Idaho 2006) (“Adequate assurance of payment under subsection (b) does not require an absolute guarantee of payment. What is required is that the utility will be protected from unreasonable risk of nonpayment.” (internal quotation marks omitted)); *In re Adelphia Bus. Solutions, Inc.*, 280 B.R. 63, 80 (Bankr. S.D.N.Y. 2002) (“The requirement is for ‘adequate assurance’ of payment, which . . . need not necessarily be provided by deposit Whether utilities have adequate assurance of future payment is determined by the individual circumstances of each case.”) (citation omitted). Despite the language in section 366(c)(2) of the Bankruptcy Code allowing a utility to take action against a debtor should the debtor fail to provide adequate assurance of payment that is “satisfactory” to the utility, section 366 of the Bankruptcy Code does not require that the assurance provided be “satisfactory” once the Court determines the appropriate amount of adequate assurances.

24. The protection granted to a utility is intended to avoid exposing the utility to an unreasonable risk of nonpayment. *Id.* Whether a utility is subject to an unreasonable risk of nonpayment must be determined from the facts and circumstances of each case. *See In re Anchor*

Glass Container Corp., 342 B.R. at 875; *In re Keydata Corp.*, 12 B.R. 156, 158 (B.A.P. 1st Cir. 1981).

25. The essence of the Court's inquiry is an examination of the totality of the circumstances in making an informed judgment as to whether utilities will be subject to an unreasonable risk of nonpayment for postpetition services. *Adelphia*, 280 B.R. at 82–83; *see also Anchor Glass Container Corp.*, 342 B.R. at 875 (“The type of arrangement that constitutes adequate assurance of future payment is a fact-intensive inquiry, determined under the individual circumstances of the case.”).

26. The Debtors believe that the Proposed Adequate Assurance is reasonable and satisfies the requirements of section 366 of the Bankruptcy Code. The Proposed Adequate Assurance in this Motion is similar to the relief granted in other chapter 11 cases in this District. *See, e.g., In re Jack Cooper Ventures, Inc. et al.*, Case No. 19-62393 (PWB) (Bankr. N.D. Ga. Sept. 12, 2019) [Docket No. 276]; *In re LakePoint Land, LLC*, Case No. 18-41337 (BEM) (Bankr. N.D. Ga. July 3, 2018) [Docket No. 63]; *In re Beaulieu Grp., LLC*, Case No. 17-41677 (PWB) (Bankr. N.D. Ga. Aug. 31, 2017) [Docket No. 246]; *In re AstroTurf, LLC*, Case No. 16-41504 (PWB) (Bankr. N.D. Ga. July 7, 2016) [Docket No. 56]; *In re Park Meridian, LLC*, Case No. 15-20447 (JRS) (Bankr. N.D. Ga. Mar. 16, 2015) [Docket No. 31]; *In re Green Mountain Mgmt., LLC*, Case No. 14-64287 (BEM) (Bankr. N.D. Ga. Aug. 29, 2014) [Docket No. 53]; *In re Tortilleria El Maizal, Inc.*, Case No. 13-59899 (CRM) (Bankr. N.D. Ga. May 10, 2013) [Docket No. 24]; *In re GK Mgmt., Inc.*, Case No. 12-23945 (REB) (Bankr. N.D. Ga. Nov. 20, 2012) [Docket No. 29]; *In re Cagle's, Inc.*, Case No. 11-80202 (JB) (Bankr. N.D. Ga. Oct. 20, 2011) [Docket No. 32]; *In re Currahee Partners, LLC*, Case No. 09-73838 (WLH) (Bankr. N.D. Ga.

June 23, 2009) [Docket No. 47]; *In re Rhodes, Inc.*, Case No. 04-78434 (MGD) (Bankr. N.D. Ga. Nov. 8, 2004) [Docket No. 49].⁶

27. Further, the Court possesses the power, under section 105(a) of the Bankruptcy Code, to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). The proposed Determination Procedures will ensure that the Utility Services are continued without prejudicing the Utility Providers.

28. The relief requested herein will ensure that the Debtors’ operations will not be disrupted by the suspension or termination of vital Utility Services or the requests by the Utility Providers of unnecessarily large deposits that could endanger the Debtors’ liquidity. If a disruption occurs, the impact on the Debtors’ business operations and revenues would be extremely harmful to the Debtors and all of their creditors. Without the requested relief, any interruption in services by the Utility Providers could bring the Debtors’ business to a grinding halt. Even if the Utility Providers did not interrupt their services, without the requested relief the Debtors could be forced to address numerous requests by Utility Providers in a disorganized manner during a critical period in these chapter 11 cases and during a time when their efforts should be more productively focused on reorganization and the emergence from bankruptcy. At the same time, the relief requested provides the Utility Providers with a fair and orderly procedure for determining requests for additional or different adequate assurance.

⁶ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request to the Debtors’ proposed counsel.

EMERGENCY CONSIDERATION

29. The Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first 21 days after the commencement of a chapter 11 case “to the extent that relief is necessary to avoid immediate and irreparable harm.” Here, the Debtors believe an immediate and orderly transition into chapter 11 is critical to the viability of its operations and that any delay in granting the relief requested could hinder the Debtors’ operations and cause irreparable harm. Furthermore, the failure to receive the requested relief during the first 21 days of these chapter 11 cases would severely disrupt the Debtors’ operations at this critical juncture. Accordingly, the Debtors submit that they have satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 and, therefore, respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

WAIVER OF ANY APPLICABLE STAY

30. To implement the foregoing successfully, the Debtors seek a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the 14-day stay of an order authorizing the use, sale or lease of property under Bankruptcy Rule 6004(h).

NOTICE

31. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the Northern District of Georgia; (b) the Debtors’ thirty (30) largest unsecured creditors; (c) counsel to the administrative agent for the Debtors’ prepetition credit facilities; (d) the Internal Revenue Service; (e) the Georgia Department of Revenue; (f) the Attorney General for the State of Georgia; (g) the United States Attorney for the Northern District of Georgia; (h)

the state attorneys general for states in which the Debtors conduct business; (i) the Utility Providers; and (j) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

NO PRIOR REQUEST

32. No prior request for relief sought in this Motion has been made to this or any other Court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court:

- (a) enter an Interim Order substantially in the form attached hereto as **Exhibit B** granting the relief requested herein on an interim basis;
- (b) enter a Final Order substantially in the form attached hereto as **Exhibit C** granting the relief requested herein on a final basis; and
- (c) grant the Debtors such other and further relief as is just and proper.

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Date: January 20, 2020
Atlanta, Georgia

Respectfully submitted,
KING & SPALDING LLP

/s/ Sarah R. Borders

Sarah R. Borders
Georgia Bar No. 610649
Jeffrey R. Dutson
Georgia Bar No. 637106
Leia Clement Shermohammed
Georgia Bar No. 972711
KING & SPALDING LLP
1180 Peachtree Street NE
Atlanta, Georgia 30309
Telephone: (404) 572-4600
Email: sborders@kslaw.com
Email: jdutson@kslaw.com
Email: lshermohammed@kslaw.com

Proposed Counsel for the Debtors in Possession

EXHIBIT A

Utilities Service List

<u>#</u>	<u>Provider</u>	<u>Provider Address</u>	<u>Account Numbers</u>	<u>Services</u>	<u>Average 2 week Spend</u>	<u>Deposit Amount</u>	<u>Adequate Assurance Deposit (In \$)</u>
1	8X8	2125 O'NEL DR. SAN JOSE, CA 95131	QB0424410011217	TELECOM SERVICES	\$3,603.44	\$0.00	\$3,603.44
2	ALABAMA POWER	600 18TH ST N BIRMINGHAM, AL 35203	71695-18000; 11422-18005; 3556685283; 77882-75004; 63222-67001; 08722-75002; 1213278035; 1115927011; 3923069017; 19837-59030; 3193047007; 33237-29016; 2043536056; 70054-73000; 63835-08009; 1650916010; 23014-78000; 18314-86000; 0301158001; 04621-79102; 18104-86000; 76179-44016; 22089-85024; 06409-85002; 04581-56011; 0486315002; 0643900029; 94053-58008; 9667351009; 77313-82001; 53903-61006; 28081-33004; 3344492014; 2831302019; 0881443018; 02910-99075; 07230-38088; 99725-22007; 0033101067; 63307-76019	ELECTRIC	\$37,766.38	\$6,576.82	\$31,189.56
3	ALBANY UTILITIES - GA	401 PINE AVENUE ALBANY, GA 31701	22182-22182; 42576-42576; 50401-48398	ELECTRIC, NATURAL GAS, WATER/SEWER	\$5,359.13	\$0.00	\$5,359.13
4	ALCORN COUNTY ELECTRIC POWER ASSN.	1909 SOUTH TATE STREET CORINTH, MS 38834	200811-0007095	ELECTRIC	\$1,292.07	\$7,000.00	\$0.00
5	AT&T	1025 LENOX PARK BLVD NE BROOKHAVEN, GA 30319-5309	404M093680680; 407M107089089; 615M343478478; 904M136393301; 601M257578757; 706U328332332; 228M258051051; 706M141796796; 423M340862862; 270M192417417; 803M333138138; 502M191478888; 205M794460460; 803M011403403; 901M025466466; 901M020732732; 404M098131422; 225M145449449; 615M340456456; 770U023617907; 423M345131131; 87073233754350; 1717922816631; 8310003940156; 8310003940137; 77089839516961881; 22924117105403168; 91235245989313163; 22938280091563166; 91292509069453165; 22943926572213168; 22944665122353162	TELECOM SERVICES	\$5,810.77	\$0.00	\$5,810.77
6	AT&T U-VERSE	1025 LENOX PARK BLVD NE BROOKHAVEN, GA 30319-5309	137058415; 255068730; 142298259; 137270476; 255073621; 286485824; 145743722; 145743725; 145774042; 255068732	TELECOM SERVICES	\$212.12	\$0.00	\$212.12
7	ATHENS UTILITIES BOARD, TN	100 NEW ENGLEWOOD RD ATHENS, TN 37303	46-267082-00; 46-267080-00	ELECTRIC, NATURAL GAS, WATER/SEWER	\$1,523.32	\$0.00	\$1,523.32
8	ATMOS ENERGY/790311	5430 LYNDON B JOHNSON FREEWAY 1800 DALLAS, TX 75240	3011631341; 3014798550; 3020179869; 4005703999; 3018582972; 3012721331; 4028010266; 3012721706; 3012721831; 3012097301; 3017521306; 3017521119	NATURAL GAS	\$2,585.96	\$2,532.70	\$53.25
9	AUBURN WATER WORKS BOARD	1501 W SAMFORD AVE WATER WORKS BOARD AUBURN, AL 36832-6327	55402-102	WATER/SEWER	\$103.91	\$0.00	\$103.91
10	AUGUSTA UTILITIES DEPARTMENT	ADMINISTRATION OFFICE AND ENGINEERING DIVISION 452 WALKER ST, SUITE 200 AUGUSTA, GA 30901	7-0098.302; 10-1549.300; 15-1754.300	WATER/SEWER	\$634.26	\$0.00	\$634.26
11	AUSTELL NATURAL GAS SYSTEM	2838 JOE JERKINS BLVD AUSTELL, GA 30106	725 3025 002	NATURAL GAS	\$244.73	\$0.00	\$244.73
12	BALDWIN EMC	19600 STATE HIGHWAY 59 SUMMERDALE, AL 36580	73970-001	ELECTRIC	\$944.65	\$0.00	\$944.65
13	BEN LOMAND TELEPHONE	311 N CHANCERY ST MCMINNVILLE, TN 37110-2047	30025363	TELECOM SERVICES	\$48.06	\$0.00	\$48.06
14	BOWLING GREEN MUNICIPAL UTILITIES	801 CENTER STREET BOWLING GREEN, KY 42102-7300	176832; 176830	ELECTRIC, WATER/SEWER	\$1,347.60	\$0.00	\$1,347.60
15	BRIGHT HOUSE NETWORKS	12405 POWERSCOURT DRIVE SAINT LOUIS, MO 63131	005066366302; 005065832002; 005075614801; 0050757580502; 005075526002; 005046578301; 005034212002; 005025210101; 005075528302; 005075527702; 005075490902	TELECOM SERVICES	\$712.47	\$0.00	\$712.47

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16	BRUNSWICK-GLYNN COUNTY JOINT	1703 GLOUCESTER ST. BRUNSWICK, GA 31520	510007201	WATER/SEWER	\$368.02	\$0.00	\$368.02
17	CALHOUN UTILITIES, GA	700 W LINE ST CALHOUN, GA 30701	006-00010562-00	ELECTRIC, WATER/SEWER	\$1,351.80	\$4,200.00	\$0.00
18	CATOOSA UTILITY DISTRICT AUTHORITY	1058 OLD MILL RD RINGGOLD, GA 30736	110-0090-03	WATER/SEWER	\$133.60	\$0.00	\$133.60
19	CENTERPOINT ENERGY/1325/4981/2628	1111 LOUISIANA STREET HOUSTON, TX 77002	11000541-0; 9011110-5; 3133084-8	NATURAL GAS	\$649.11	\$194.92	\$454.19
20	CENTERPOINT ENERGY/4583	1111 LOUISIANA ST HOUSTON, TX 77002	113062-4	NATURAL GAS	\$245.05	\$0.00	\$245.05
21	CENTURYLINK	100 CENTURYLINK DRIVE MONROE, LA 71203	00305007265	TELECOM SERVICES	\$289.13	\$0.00	\$289.13
22	CHARTER COMMUNICATIONS	11325 REED HARTMAN HWY. CINCINNATI, OH 45241	8353200040043822; 8353200130168802; 8783400021246473; 8357200041643782; 8353700660008443; 8353700011077063; 8353800012801493; 8353200080329784; 8351100011114648; 8781140010198861; 8357170080187167; 8353700220334214; 8357190023963227; 8783300111077335; 8783600041692743; 8357190023977664; 8336401010109104; 8353700610052947; 8781140290126632; 8353200200040709; 8781101211226778; 8357190023978324; 8353500231055372; 8357190023747836; 8783400021287279; 8783600700200242; 8357170041016315; 8353500231055166; 8336100100262225; 8357190023534937; 8783400100062106; 8783100500431733; 8353100600111748; 8353200010275834; 8357190024012917; 8353700280063133; 8353700220383849; 8351100012000804; 8353200110255264; 8336310510214894; 8357190040531999; 8336400670521749	TELECOM SERVICES	\$2,513.65	\$0.00	\$2,513.65
23	CHATTANOOGA GAS COMPANY/5408	6125 PRESERVATION DRIVE CHATTANOOGA, TN 37416	4349114089; 7378307582; 7270490426; 2878456209; 8724950536; 8105744565; 0203925311; 2283737568; 4672691159; 9703589038; 1302426198; 2182504205	NATURAL GAS	\$2,872.93	\$0.00	\$2,872.93
24	CITY OF ALCOA UTILITIES, TN	223 ASSOCIATES BOULEVARD ALCOA, TN 37701	296-3020-02	ELECTRIC, WATER/SEWER	\$1,280.35	\$0.00	\$1,280.35
25	CITY OF ATLANTA, GA-DEPT OF WATERSHED MG	72 MARIETTA STREET NE ATLANTA, GA 30303	0105000300; 0106514301; 0125347300; 0135409300; 0135374300	WATER/SEWER	\$2,786.66	\$0.00	\$2,786.66
26	CITY OF BRANDON WATER DEPARTMENT, MS	1000 MUNICIPAL DRIVE BRANDON, MS 39042	040014000.00 98	WATER/SEWER	\$207.42	\$0.00	\$207.42
27	CITY OF BUFORD, GA	2300 BUFORD HWY BUFORD, GA 30518	00162280010	NATURAL GAS	\$104.17	\$3,855.67	\$0.00
28	CITY OF BYRON, GA	401 MAIN ST BYRON, GA 31008-7251	8429	WATER/SEWER	\$214.10	\$1,100.00	\$0.00
29	CITY OF CARROLLTON, GA	315 BRADLEY STREET CARROLLTON, GA 30117	14-00250-02	WATER/SEWER	\$6.25	\$0.00	\$6.25
30	CITY OF CARTERSVILLE, GA	10 N. PUBLIC SQUARE CARTERSVILLE, GA 30120	1400195-104418	ELECTRIC, NATURAL GAS, WATER/SEWER	\$1,768.07	\$0.00	\$1,768.07
31	CITY OF CEDARTOWN, GA	201 EAST AVENUE CEDARTOWN, GA 30125	26-20200-02	WATER/SEWER	\$137.83	\$0.00	\$137.83

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32	CITY OF CHATTANOOGA, TN	101 E 11TH STREET, SUITE 100 CHATTANOOGA, TN 37402	000090461-01; 000006850-01; 000031375-01; 000085312-01; 000118489-01; 000007952-01; 000055730-01; 000276998-01	WATER/SEWER	\$1,517.32	\$0.00	\$1,517.32
33	CITY OF CLEVELAND, MS	100 NORTH STREET CLEVELAND, MS 38732	9223; 1650	WATER/SEWER	\$15.99	\$0.00	\$15.99
34	CITY OF COMMERCE, GA	27 SYCAMORE STREET COMMERCE, GA 30529	45-12950-03	NATURAL GAS, WATER/SEWER	\$497.57	\$410.00	\$87.57
35	CITY OF CORDELE, GA	501 NORTH 7TH ST, 1ST FLOOR CORDELE, GA 31015	016571	ELECTRIC, NATURAL GAS, WATER/SEWER	\$466.94	\$0.00	\$466.94
36	CITY OF COVINGTON, GA	2194 EMORY STREET NW COVINGTON, GA 30014	00016276	ELECTRIC, NATURAL GAS, WATER/SEWER, WASTE/RECYCLE	\$2,180.89	\$0.00	\$2,180.89
37	CITY OF COVINGTON, TN	200 W. WASHINGTON AVE COVINGTON, TN 38019	005-5600-07	NATURAL GAS, WATER/SEWER, WASTE/RECYCLE	\$477.63	\$500.00	\$0.00
38	CITY OF DAYTONA BEACH, FL	301 S. RIDGEWOOD AVE. ROOM 176 DAYTONA BEACH, FL 32114	00005642-00; 00005643-00	WATER/SEWER, WASTE/RECYCLE	\$1,306.46	\$0.00	\$1,306.46
39	CITY OF EAST POINT, GA	2777 EAST POINT STREET EAST POINT, GA 30344	10303-7782	ELECTRIC, WATER/SEWER	\$1,465.31	\$0.00	\$1,465.31
40	CITY OF FAIRBURN, GA	56 MALONE ST SW FAIRBURN, GA 30213	62808001-01; 62808000-00	WATER/SEWER	\$448.98	\$2,500.00	\$0.00
41	CITY OF FLOWOOD, MS	2101 AIRPORT ROAD FLOWOOD, MS 39232	010345000; 010347000	WATER/SEWER	\$184.17	\$0.00	\$184.17
42	CITY OF FORT OGLETHORPE, GA	500 CITY HALL DRIVE FORT OGLETHORPE, GA 30742	3.1200.00	WATER/SEWER	\$253.89	\$0.00	\$253.89
43	CITY OF GARDEN CITY, GA	100 CENTRAL AVENUE GARDEN CITY, GA 31405	004-2270-01	WATER/SEWER	\$334.72	\$0.00	\$334.72
44	CITY OF GOODLETTSVILLE, TN	105 S. MAIN ST. GOODLETTSVILLE, TN 37072	006-003710-00; 002-005010-00	WATER/SEWER	\$216.30	\$0.00	\$216.30
45	CITY OF GRIFFIN, GA	100 S. HILL ST. 2ND FLOOR GRIFFIN, GA 30224	864-864	ELECTRIC, WATER/SEWER, WASTE/RECYCLE	\$2,246.57	\$0.00	\$2,246.57
46	CITY OF GULFPORT, MS	1422 23RD AVENUE GULFPORT, MS 39501	760029415-63166	WATER/SEWER	\$190.49	\$0.00	\$190.49
47	CITY OF HATTIESBURG, MS/1897	200 FORREST STREET HATTIESBURG, MS 39401	9984	WATER/SEWER	\$133.06	\$0.00	\$133.06
48	CITY OF HOLLY HILL, FL	1065 RIDGWOD AVENUE HOLLY HILL, FL 32117	10253-262	WATER/SEWER, WASTE/RECYCLE	\$676.41	\$0.00	\$676.41
49	CITY OF JACKSON, MS	219 S. PRESIDENT ST. JACKSON, MS 39205-001	2916500000; 0098100000	WATER/SEWER	\$986.04	\$0.00	\$986.04
50	CITY OF LEESBURG, FL	501 WEST MEADOW STREET LEESBURG, FL 34748	1017475-227150	ELECTRIC, NATURAL GAS, WATER/SEWER, WASTE/RECYCLE	\$1,556.51	\$0.00	\$1,556.51
51	CITY OF LIVE OAK FL	101 WHITE AVE SE LIVE OAK, FL 32064-3340	36017-12328	NATURAL GAS, WATER/SEWER	\$28.88	\$0.00	\$28.88
52	CITY OF MACCLENNY, FL	118 EAST MACCLENNY AVENUE MACCLENNY, FL 32063	502927-1	WATER/SEWER, WASTE/RECYCLE	\$332.87	\$150.00	\$182.87
53	CITY OF MADISONVILLE, TN	400 COLLEGE ST MADISONVILLE, TN 37354	032-76500-01	NATURAL GAS, WATER/SEWER	\$672.58	\$0.00	\$672.58

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54	CITY OF MARYVILLE UTILITIES,TN	412 W. BROADWAY AVE. MARYVILLE, TN 37801	349704	ELECTRIC, WATER/SEWER	\$1,491.88	\$0.00	\$1,491.88
55	CITY OF MILLINGTON, TN	7930 NELSON ROAD MILLINGTON, TN 38053	003-0810-02; 003-0811-01	WATER/SEWER	\$156.97	\$0.00	\$156.97
56	CITY OF MOULTRIE, GA	21 1ST AVENUE NE MOULTRIE, GA 31776	83-004200-02	NATURAL GAS, WATER/SEWER, WASTE/RECYCLE	\$513.73	\$0.00	\$513.73
57	CITY OF MOUNT JULIET, TN	2425 N MT. JULIET ROAD MT. JULIET, TN 37122	DEPOSIT - 11321 LEBANON	WATER/SEWER	\$1.04	\$0.00	\$1.04
58	CITY OF NORTH AUGUSTA, SC	MUNICIPAL BUILDING 100 GEORGIA AVENUE NORTH AUGUSTA, SC 29841	102777	WATER/SEWER, WASTE/RECYCLE	\$213.47	\$0.00	\$213.47
59	CITY OF OAK RIDGE, TN	200 SOUTH TULANE AVENUE OAK RIDGE, TN 37830	920 54000 01	ELECTRIC, WATER/SEWER	\$1,605.70	\$0.00	\$1,605.70
60	CITY OF OCALA, FL	110 SE WATULA AVE. OCALA, FL 34471	542942-103622	ELECTRIC, WATER/SEWER, WASTE/RECYCLE	\$2,188.80	\$0.00	\$2,188.80
61	CITY OF PEARL, MS	2420 OLD BRANDON ROAD PEARL, MS 39208	26-0743000	WATER/SEWER	\$524.79	\$0.00	\$524.79
62	CITY OF PENSACOLA, FL	222 W MAIN STREET PENSACOLA, FL 32502	053487-54312860; 022226-55340910; 053487-65261330	NATURAL GAS	\$1,297.19	\$0.00	\$1,297.19
63	CITY OF PERRY, GA	1211 WASHINGTON STREET PERRY, GA 31069	724-62800-01	NATURAL GAS, WATER/SEWER, WASTE/RECYCLE	\$598.44	\$0.00	\$598.44
64	CITY OF PHENIX CITY, AL	ATTN: STEPHEN C. SMITH UTILITIES DEPARTMENT 1119 BROAD ST., FIRST FLOOR PHENIX CITY, AL 36867	005781	WATER/SEWER	\$102.83	\$0.00	\$102.83
65	CITY OF POOLER, GA	100 SW US HIGHWAY 80 POOLER, GA 31322	01-00105-01; 24-00214-01	WATER/SEWER	\$295.82	\$16,762.00	\$0.00
66	CITY OF RIDGELAND, MS	304 HIGHWAY 51 RIDGELAND, MS 39157	05-1380-00; 05-1385-00	WATER/SEWER	\$112.06	\$0.00	\$112.06
67	CITY OF RINCON, GA	302 S COLUMBIA AVE RINCON, GA 31326	18-00531-00	WATER/SEWER	\$309.30	\$0.00	\$309.30
68	CITY OF ROME, GA	601 BROAD ST ROME, GA 30161-3011	001583; 020652; 011298; 020651-000001927	WATER/SEWER	\$348.73	\$22,000.00	\$0.00
69	CITY OF ROSWELL, GA	38 HILL STREET ROSWELL, GA 30075	34102815-16648	WATER/SEWER, WASTE/RECYCLE	\$369.53	\$0.00	\$369.53
70	CITY OF SAVANNAH, GA	305 FAHM ST. SAVANNAH, GA 31401	019159; 088349; 037226; 053519; 053522; 086701; 086700	WATER/SEWER	\$647.40	\$200.00	\$447.40
71	CITY OF SEVIERVILLE, TN	120 GARY WADE BLVD. SEVIERVILLE, TN 37862	105-13600-01	WATER/SEWER	\$181.85	\$0.00	\$181.85
72	CITY OF STATESBORO, GA	50 E. MAIN STREET STATESBORO, GA 30458-4844	03-12173-02	NATURAL GAS, WATER/SEWER, WASTE/RECYCLE	\$561.82	\$0.00	\$561.82
73	CITY OF TAMPA UTILITIES	306 EAST JACKSON STREET TAMPA, FL 33602	2154401; 2154402	WATER/SEWER, WASTE/RECYCLE	\$936.74	\$105.00	\$831.74
74	CITY OF TIFTON, GA	1000 ARMOUR ROAD TIFTON, GA 31794	4404270	NATURAL GAS, WATER/SEWER	\$236.15	\$0.00	\$236.15

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75	CITY OF TITUSVILLE, FL	555 SOUTH WASHINGTON AVENUE TITUSVILLE, FL 32796	29881-43644	WATER/SEWER, WASTE/RECYCLE	\$438.28	\$0.00	\$438.28
76	CITY OF TUSCALOOSA, AL	2201 UNIVERSITY BLVD. TUSCALOOSA, AL 35401	069301; 039353	WATER/SEWER	\$185.28	\$0.00	\$185.28
77	CITY OF UNION CITY, GA	5047 UNION STREET UNION CITY, GA 30291	12-2300-00	WATER/SEWER, WASTE/RECYCLE	\$330.16	\$0.00	\$330.16
78	CITY OF VALDOSTA, GA	216 E CENTRAL AVE. VALDOSTA, GA 31601	151170-010; 150328-017	WATER/SEWER	\$138.95	\$0.00	\$138.95
79	CITY OF WARNER ROBINS, GA	700 WATSON BOULEVARD WARNER ROBINS, GA 31093	120-0115-01; 500-0319-00; 500-0716-00; 085-0435-01; 050-0729-01; 500-1459-00	NATURAL GAS, WATER/SEWER, WASTE/RECYCLE	\$2,159.90	\$0.00	\$2,159.90
80	CLARKSDALE PUBLIC UTILITIES MS	416 THIRD STREET CLARKSDALE, MS 38614	31422	ELECTRIC, WATER/SEWER	\$29.04	\$15,000.00	\$0.00
81	CLARKSVILLE DEPARTMENT OF ELECTRICITY	2021 WILMA RUDOLPH BLVD. CLARKSVILLE, TN 37040	54804960-002; 314439-001	ELECTRIC	\$2,680.45	\$0.00	\$2,680.45
82	CLARKSVILLE GAS & WATER DEPARTMENT	2215 MADISON ST CLARKSVILLE, TN 37043	004-8687.300; 008-5088.301; 008-4858.301	NATURAL GAS, WATER/SEWER	\$836.01	\$1,050.00	\$0.00
83	CLAYTON COUNTY WATER AUTHORITY	1600 BATTLE CREEK ROAD MORROW, GA 30260-4302	166827-01; 324390-00; 016008-01; 122698-02; 178394-03; 178392-02	WATER/SEWER	\$894.99	\$0.00	\$894.99
84	CLEVELAND UTILITIES	2450 GUTHRIE AVENUE NW CLEVELAND, TN 37311	232308-130957	ELECTRIC, WATER/SEWER, WASTE/RECYCLE	\$1,571.31	\$0.00	\$1,571.31
85	COBB COUNTY WATER SYSTEM	660 SOUTH COBB DRIVE MARIETTA, GA 30060	158874-220433; 158875-220432; 158875-159015; 158875-172521	WATER/SEWER	\$601.68	\$0.00	\$601.68
86	COLUMBIA POWER & WATER SYSTEMS (CPWS)	201 PICKENS LN COLUMBIA, TN 38401	157087; 157086	ELECTRIC, WATER/SEWER	\$1,008.30	\$6,000.00	\$0.00
87	COLUMBUS WATER WORKS	1421 VETERANS PARKWAY COLUMBUS, GA 31901	51053; 24717; 33679; 40888; 426844; 426840	WATER/SEWER	\$667.89	\$0.00	\$667.89
88	COMCAST	123 W TRADE ST CHARLOTTE, NC 28202	8495741231882592; 8220199101092333; 8396410441447824; 8495741250387879; 8396500032644878; 8220111061377018; 908046040; 8495741202479774; 8396511490423747; 8396512060296042; 8220100010622848; 8535101810364235; 8535101140477129; 8396500032026845; 8396521657024253; 8396512052255766; 8396512052235982; 907082513; 8495744041194497; 8396200010320340; 8396910322356689; 8220220900718454; 8396410730816044; 8396521660994476; 8495743100844679; 8220188800964074; 8495741202477794; 8535300010576941; 963018227; 8495741202861419; 8396400010471586; 8396512052305132; 8495741202479691; 8396900011819501; 8220204121728641; 83969000131218576; 8495744041196336; 8220122013514012; 8220210510474499; 8396521940060643; 8396100441530915; 8396120010709856; 8495741600134336; 8220188950848481; 8220160100579415; 8396900070068818; 8220199011060438; 8396513080226605; 8396410760689220; 8396521656974243; 8396510766848116; 8396410451202614; 8396120022472824; 8220160120237119; 8396120022258744; 900787953; 963148544; 8220188801049511; 939036366; 8396522010786752; 8396511740640728; 8396522030945503	TELECOM SERVICES	\$8,637.96	\$0.00	\$8,637.96

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89	CORINTH GAS & WATER DEPT	305 WEST WALDRON STREET CORINTH, MS 38834	203512-103512; 203361-103361	NATURAL GAS, WATER/SEWER	\$386.58	\$200.00	\$186.58
90	COVINGTON ELECTRIC SYSTEM	1469 SOUTH MAIN STREET COVINGTON, TN 38019	200062-002714	ELECTRIC	\$440.26	\$6,000.00	\$0.00
91	COWETA-FAYETTE EMC	1850 CLEVELAND HIGHWAY PALMETTO, GA 30721	33344975002	ELECTRIC	\$1,083.90	\$3,500.00	\$0.00
92	COX BUSINESS	6205-B PEACHTREE DUNWOODY ROAD ATLANTA, GA 30328	0010110087850001; 0010110087477001; 0010110082857701; 0011032009147102; 0010110088415501; 0018710017213801; 0018710009532002; 0010110087525801; 0021032018090401; 0010110088100701; 0018710009130302; 0011032019500701; 0015610037680702	TELECOM SERVICES	\$1,226.32	\$0.00	\$1,226.32
93	CRISP COUNTY POWER COMMISSION	202 S. 7TH ST PO BOX 1218 CORDELE, GA 31015	8481-001	ELECTRIC	\$1,264.24	\$0.00	\$1,264.24
94	CTV BEAM	2400 SPORTSMAN DR PHENIX CITY, AL 36867	8360100010824824	TELECOM SERVICES	\$55.25	\$0.00	\$55.25
95	DADE COUNTY WATER & SEWER AUTHORITY	250 BOND STREET TRENTON, GA 30752	2584; 2583	WATER/SEWER	\$57.18	\$0.00	\$57.18
96	DALTON UTILITIES	1200 V.D. PARROTT JR. PKWY. DALTON, GA 30721	0004765800; 0004775100	ELECTRIC, NATURAL GAS, WATER/SEWER	\$2,471.79	\$0.00	\$2,471.79
97	DECATUR UTILITIES, AL	1002 CENTRAL PARKWAY SW DECATUR, AL 35601	35863001	ELECTRIC, NATURAL GAS, WATER/SEWER	\$1,608.13	\$4,020.00	\$0.00
98	DEKALB COUNTY WATER/SEWER SYSTEM	774 JORDAN LANE SUITE 200 DECATUR, GA 30033	2031523; 1258040; 1152492; 2604888	WATER/SEWER	\$1,071.13	\$0.00	\$1,071.13
99	DIRECT TV	2230 E. IMPERIAL HWY EL SEGUNDO, CA 90245	10420133; 010420133_OLD; 010420133; 005236874	TELECOM SERVICES	\$3,965.01	\$0.00	\$3,965.01
100	DISH	9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112	8255707058984977	TELECOM SERVICES	\$26.38	\$0.00	\$26.38
101	DIXIE ELECTRIC COOPERATIVE	402 EAST BLACKMON PO BOX 30 UNION SPRINGS, AL 36089	149400001	ELECTRIC	\$1,201.44	\$4,695.00	\$0.00
102	DOMINION ENERGY SOUTH CAROLINA	DOMINION ENERGY SOUTH CAROLINA INC 220 OPERATIONS WAY CAYCE, SC 29033	8-1898-0000-6098	ELECTRIC, NATURAL GAS	\$1,624.16	\$0.00	\$1,624.16
103	DOOTHAN UTILITIES	125 N SAINT ANDREWS STREET DOOTHAN, AL 36302	188881-103747	ELECTRIC, WATER/SEWER	\$1,218.54	\$0.00	\$1,218.54
104	DOUGLASSVILLE-DOUGLAS COUNTY GA	8763 HOSPITAL DRIVE DOUGLASSVILLE, GA 30134	21099-24710	WATER/SEWER	\$719.63	\$0.00	\$719.63
105	DUKE ENERGY/1004	10101 CLAUDE FREEMAN DR. N-230 CHARLOTTE, NC 28262	80820 94477; 44461 35104	ELECTRIC	\$2,898.63	\$2,520.00	\$378.63
106	DUKE ENERGY/70515/70516	526 S. CHURCH ST. CHARLOTTE, NC 28202	1494764722	ELECTRIC	\$350.77	\$0.00	\$350.77
107	EAST ALABAMA WATER DISTRICT	EAST ALABAMA WATER SEWER & FIRE PROTECTION DISTRICT 150 FOB JAMES DRIVE VALLEY, AL 36854	1305	WATER/SEWER	\$207.70	\$0.00	\$207.70

<u>#</u>	<u>Provider</u>	<u>Provider Address</u>	<u>Account Numbers</u>	<u>Services</u>	<u>Average 2 week Spend</u>	<u>Deposit Amount</u>	<u>Adequate Assurance Deposit (In \$)</u>
108	EASTSIDE UTILITY DISTRICT TN	3018 HICKORY VALLEY RD CHATTANOOGA, TN 37421	48-402434-01; 48-402433-01	WATER/SEWER	\$144.44	\$0.00	\$144.44
109	ELECTRIC BOARD CITY OF MUSCLE SHOALS	1015 AVALON AVENUE MUSCLE SHOALS, AL 35662	017-4731-00; 017-4730-00	ELECTRIC, WATER/SEWER	\$1,363.43	\$8,500.00	\$0.00
110	EMERALD COAST UTILITIES AUTHORITY	9255 STURDEVANT STREET PENSACOLA, FL 32514	393377-13955; 22275-18151; 87832-50056	WATER/SEWER	\$673.71	\$778.25	\$0.00
111	ENTERGY MISSISSIPPI, INC./8105	9585 PECUE LN BATON ROUGE, LA 70810-2204	115581449; 81515785; 81512048; 157162850; 81512394; 81515918; 81480527; 81512121	ELECTRIC	\$8,818.08	\$2,000.00	\$6,818.08
112	EPB - ELECTRIC POWER BOARD-CHATTANOOGA	10 WEST M.L. KING BLVD CHATTANOOGA, TN 37402	168-0217.000; 41-0129.000; 288-0365.000; 141-0089.000; 252-0004.000; 216-1656.001; 226-0835.000; 180-0643.000; 46-1490.002; 220-1073.001; 313-1234.001	ELECTRIC	\$14,511.62	\$89,000.00	\$0.00
113	FAYETTEVILLE PUBLIC UTILITIES	408 COLLEGE STREET WEST FAYETTEVILLE, TN 37334	11281510	ELECTRIC, NATURAL GAS, WATER/SEWER	\$1,709.47	\$7,740.00	\$0.00
114	FERRELLGAS - 300122/DENVER	9699 BRIGHTON RD. HENDERSON, CO 80640-8633	6257909	PROPANE	\$836.60	\$0.00	\$836.60
115	FIRST UTILITY DISTRICT OF KNOX COUNTY	122 DURWOOD ROAD KNOXVILLE, TN 37922	16318-001; 13044-001	WATER/SEWER	\$217.89	\$0.00	\$217.89
116	FLINT EMC,GA	3 S. MACON STREET REYNOLDS, GA 31076-0308	32202124003; 32202124001; 32202124002	ELECTRIC	\$3,338.49	\$0.00	\$3,338.49
117	FLORENCE UTILITIES, AL	110 W. COLLEGE STREET FLORENCE, AL 35631	4947-001	ELECTRIC, NATURAL GAS, WATER/SEWER, WASTE/RECYCLE	\$2,021.42	\$0.00	\$2,021.42
118	FLORIDA CITY GAS/5410	955 E 25TH ST HIALEAH, FL 330613-3403	8664806462	NATURAL GAS	\$124.94	\$0.00	\$124.94
119	FLORIDA POWER & LIGHT COMPANY (FPL)	700 UNIVERSE BLVD JUNO BEACH, FL 33408	26240-15208; 95903-97130; 16714-04307; 07449-58034; 12671-52468; 16459-19083; 3100313570	ELECTRIC	\$6,336.77	\$16,677.70	\$0.00
120	FORT LOUDOUN ELECTRIC COOP	116 TELLICO PORT ROAD VONORE, TN 37885	8440001	ELECTRIC	\$1,077.86	\$3,000.00	\$0.00
121	FRONTIER	5050 KINGSLEY DRIVE CINCINNATI, OH 45227-1115	8137544100; 8288357170	TELECOM SERVICES	\$76.96	\$0.00	\$76.96
122	FULTON COUNTY FINANCE DEPARTMENT, GA	141 PRYOR ST., SUITE 7001 ATLANTA, GA 30303	0102848700015311; 0102848400015312	WATER/SEWER	\$181.72	\$0.00	\$181.72
123	FULTONDALE GAS DEPARTMENT	1210 WALKER CHAPEL ROAD FULTONDALE, AL 35068	217/411-0	NATURAL GAS	\$392.34	\$0.00	\$392.34
124	GALLATIN DEPARTMENT OF ELECTRICITY	135 JONES STREET GALLATIN, TN 37066	46830-001	ELECTRIC	\$1,118.11	\$0.00	\$1,118.11
125	GALLATIN PUBLIC UTILITIES	249 HANCOCK STREET GALLATIN, TN 37066	9/22820-0	NATURAL GAS, WATER/SEWER	\$505.96	\$0.00	\$505.96

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126	GAS SOUTH/530552	1000 EMC PARKWAY NE MARIETTA, GA 30060	5430388057; 5555649174; 5790090943; 9603599335; 8109443458; 2350100344; 4958081585; 5445381307; 0359873281; 0714095261; 4569967979; 8448898971; 2626040535; 4816834196; 7826349041; 7474685756; 1264037420; 3597039633; 6753509128; 5661357817; 3268873166; 5483778099; 9931204922; 2833567448; 0411701452; 4816097624; 0065248627; 4040914624; 8485547734; 1526323513; 3899978212; 6256233749; 5899641282; 7306108233; 2770046708; 3794919532; 9433892149; 6878422323; 9514279120; 9418030700; 4112959694; 3804864283; 7146784421; 9852868878; 4843376737; 4530992722; 8640124290; 8914041075; 7315064306; 5487645230; 4841143105; 0968144652; 0217798835; 3448673356; 2591697992; 0322976557; 3878151453; 2547821726; 8086362799; 9060446671; 2231810206; 4796273463; 5729526907; 6656429229; 9670222844; 6366591238; 0037892506; 4014472047; 1784135200; 5127847818; 8058667594; 5680847880; 7802451670; 2984887377; 6569426194; 3067134633; 8061427760; 4171402700; 7607857154	NATURAL GAS	\$11,779.46	\$0.00	\$11,779.46
127	GEORGIA NATURAL GAS	10 PEACHTREE PLACE NE ATLANTA, GA 30309	004955999-4961069	NATURAL GAS	\$151.51	\$0.00	\$151.51
128	GEORGIA POWER	30 IVAN ALLEN JUNIOR BLVD NW ATLANTA, GA 30308	5047458001; 3825211017; 6102037021; 07525-17043; 0263959100; 2179365016; 5931391011; 68558-99022; 29310-95002; 0678765001; 01574-15006; 1809384086; 55408-40001; 43937-75001; 1143620205; 82809-57000; 3782974004; 82499-65006; 82499-65033; 64398-43004; 2603510034; 06187-73005; 0536998008; 6038430023; 66808-96008; 45239-56009; 2093862038; 04409-55000; 55488-41000; 5001631031; 05289-23006; 34438-40027; 63769-65012; 22694-36019; 02737-18059; 05189-79023; 3855549015; 0433447011; 4491902048; 79305-71008; 98775-65000; 84285-64003; 1459385106; 06536-19008; 6954886005; 4073296174; 38759-78058; 4683020031; 26857-31008; 5463626141; 01919-46004; 2339732019; 90596-41001; 2325976030; 40146-71002; 60476-64000; 89166-42001; 0343790090; 0781636048; 0315649140; 0698884016; 4729375011; 3148726017; 2348605025; 5988855022; 60916-84003; 42046-75001; 2799148068; 61096-87001; 10186-80004; 09279-37004; 98949-86012; 0187690026; 0597137016; 35950-27001; 10819-30020; 26539-05001; 10373-67026; 31997-19002; 36107-19002; 2392719016; 03988-02009; 3081010034; 30810-10016; 84620-11014; 4099076001; 89410-07010; 19490-20018; 47532-58010; 15284-62009; 04997-15034; 42110-04030; 6975644016; 32580-52026; 74117-40010; 9995737006; 2533099046; 6825250008; 85386-88003	ELECTRIC	\$78,624.31	\$361,793.00	\$0.00
129	GRANITE TELECOMMUNICATIONS	100 NEWPORT AVENUE EXTENSION QUINCY, MA 02171	03194483; 03225584	TELECOM SERVICES	\$2,563.21	\$0.00	\$2,563.21
130	GREENVILLE WATER WORKS & SEWER	108 CEDAR ST GREENVILLE, AL 36037	9/182-0; 9/183-0	WATER/SEWER	\$168.78	\$0.00	\$168.78
131	GREENVILLE WATER, SC	407 WEST BROAD STREET GREENVILLE, SC 29601	0100017315; 0100017310	WATER/SEWER	\$43.34	\$0.00	\$43.34
132	GREYSTONE POWER CORPORATION (ELEC)	11490 BVETERANS MAMORIAL HWY DOUGLASSVILLE, GA 30134	2288000000	ELECTRIC	\$1,044.75	\$0.00	\$1,044.75
133	GULF POWER	30 IVAN ALLEN JUNIOR BLVD NW ATLANTA, GA 30308	5036121002; 69661-17006; 6987117006; 22987-11012	ELECTRIC	\$4,940.38	\$18,357.00	\$0.00

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134	GWINNETT CO. WATER RESOURCES	75 Langley Drive Lawrenceville, GA 30046	20193727; 20014378; 20014375; 20128849; 20816843; 20816845	WATER/SEWER	\$664.61	\$75.00	\$589.61
135	HALLSDALE-POWELL UTILITY DISTRICT	3745 CUNNINGHAM RD. KNOXVILLE, TN 37918	7413; 16087	WATER/SEWER	\$567.80	\$0.00	\$567.80
136	HAMILTON COUNTY WWT A	1250 MARKET STREET, SUITE 3050 CHATTANOOGA, TN 37402	7424701	WATER/SEWER	\$262.75	\$0.00	\$262.75
137	HARGRAY	870-C WILLIAM HILTON PARKWAY HILTON HEAD ISLAND, SC 29928	1000565897	TELECOM SERVICES	\$113.83	\$0.00	\$113.83
138	HARRIMAN UTILITIES BOARD/TN	200 N. ROANE STREET HARRIMAN, TN 37748	35097001	ELECTRIC, NATURAL GAS	\$1,449.59	\$0.00	\$1,449.59
139	HENDERSONVILLE UTILITY DISTRICT	125 INDIAN LAKE ROAD HENDERSONVILLE, TN 37075	00091539-05412362	WATER/SEWER	\$380.27	\$0.00	\$380.27
140	HENRY COUNTY WATER AUTHORITY	1695 HIGHWAY 20 W MCDONOUGH, GA 30253-7311	052178-128244	WATER/SEWER	\$271.09	\$1,200.00	\$0.00
141	HIXSON UTILITY DISTRICT, TN	5201 HIXSON PIKE PO BOX 1598 HIXSON, TN 37343	72000120-00	WATER/SEWER	\$202.49	\$0.00	\$202.49
142	HUNTSVILLE UTILITIES, AL	112 SPRAGINS STREET HUNTSVILLE, AL 35801	211010018596; 211010031211; 211010130975; 211010130081	ELECTRIC, NATURAL GAS, WATER/SEWER	\$6,206.91	\$40,400.00	\$0.00
143	IRONDALE WATER SYSTEM	101 20TH STREET SOUTH IRONDALE, AL 35210	842	WATER/SEWER	\$105.21	\$0.00	\$105.21
144	JACKSON COMMONS LLC	1395 METROCENTER JACKSON, MS 39209	3875 HIGHWAY 80 W	WATER/SEWER	\$131.83	\$0.00	\$131.83
145	JACKSON ELECTRIC MEMBERSHIP CORP, GA	850 COMMERCE ROAD JEFFERSON, GA 30549	1039948; 607333	ELECTRIC	\$1,178.21	\$13,400.00	\$0.00
146	JACKSON ENERGY AUTHORITY	351 MARTIN LUTHER KING JR. DR. JACKSON, TN 38301	225575-125575; 254381-125575	ELECTRIC, NATURAL GAS, WATER/SEWER	\$3,147.92	\$8,800.00	\$0.00
147	JEA	21. W. CHURCH STREET JACKSONVILLE, FL 32202	4589 SAN JUAN AVE APT LS01; 4585 SAN JUAN AVE; 2023 N MAIN ST; 5707 UNIVERSITY BLVD W; 7459 LEM TURNER RD; 5444 BLANDING BLVD; 8151 BEACH BLVD; 5814 NORMANDY BLVD; 6009 NEW KINGS RD; 8015 MERRILL RD; 9840 SAN JOSE BLVD; 337PARKAVE; 10058 ATLANTIC BLVD; 9116 BAYMEADOWS RD	ELECTRIC, WATER/SEWER	\$20,037.32	\$79,860.00	\$0.00
148	JEFFERSON COCKE COUNTY UTILITY DIST, TN	243 EAST BROADWAY BLVD. JEFFERSON CITY, TN 37760	10810	NATURAL GAS	\$335.73	\$0.00	\$335.73
149	JEFFERSON COUNTY AL, SEWER SERVICE FUND	ENVIRONMENTAL SERVICES ADMINISTRATION 716 RICHARD ARRINGTON JR. BLVD NORTH, SUITE A 300 BIRMINGHAM, AL 35203	I 2-6785	WATER/SEWER	\$247.32	\$0.00	\$247.32
150	JOINTLY OWNED NATURAL GAS	200 DUNBAR RD BYRON, GA 31008-7075	240-0372-01; 238-3406-01	NATURAL GAS	\$436.32	\$0.00	\$436.32
151	KISSIMMEE UTILITY AUTHORITY	1701 W. CARROLL ST. KISSIMMEE, FL 34741	000624140-000545120	ELECTRIC, WATER/SEWER, WASTE/RECYCLE	\$2,102.52	\$0.00	\$2,102.52
152	KNOLOGY	7887 EAST BELLEVUE AVENUE SUITE 1000 ENGLEWOOD, CO 80111	1599546; 1090737	TELECOM SERVICES	\$61.86	\$0.00	\$61.86

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153	KUB-KNOXVILLE UTILITIES BOARD	4505 MIDDLEBROOK PIKE KNOXVILLE, TN 37921-5530	3567010000; 6567010000; 0467010000; 1467010000; 5567010000; 9467010000; 6467010000; 7567010000; 2567010000; 1567010000; 3467010000; 4467010000	ELECTRIC, NATURAL GAS, WATER/SEWER	\$16,559.13	\$0.00	\$16,559.13
154	LAKELAND ELECTRIC/CITY OF LAKELAND,FL	501 EAST LEMON STREET LAKELAND, FL 33801-5079	3189449	ELECTRIC, WATER/SEWER, WASTE/RECYCLE	\$999.89	\$20,000.00	\$0.00
155	LAWRENCE COUNTY SOLID WASTE SERVICE, TN	2126 BALER DRIVE LAWRENCEBURG, TN 38464	00000262	WASTE/RECYCLE	\$96.00	\$0.00	\$96.00
156	LAWRENCEBURG UTILITY SYSTEMS, TN	1607 N. LOCUST AVE. LAWRENCEBURG, TN 38464	35221001	ELECTRIC, NATURAL GAS, WATER/SEWER, WASTE/RECYCLE	\$1,825.79	\$0.00	\$1,825.79
157	LENOIR CITY UTILITIES BOARD (LCUB)	7698 CREEKWOOD PARK BLVD. LENOIR CITY, TN 37771	224655-124700; 224656-124701; 217344-117155	ELECTRIC, NATURAL GAS, WATER/SEWER	\$2,632.56	\$4,250.00	\$0.00
158	LEVEL 3 COMMUNICATIONS LLC	1025 ELDORADO BLVD BROOMFIELD, CO 80021	329205	TELECOM SERVICES	\$3,302.03	\$0.00	\$3,302.03
159	LIBERTY UTILITIES GEORGIA	2300 VICTORY DR COLUMBUS, GA 31901	67551010-67175966; 67551011-67175967; 67551014-67175970; 67551013-67175969; 67515238-67282285	NATURAL GAS	\$1,246.91	\$0.00	\$1,246.91
160	MACON WATER AUTHORITY, GA	790 SECOND STREET MACON, GA 31202-0108	106130; 100512; 103427; 103631; 114708; 114707; 115438; 115439	WATER/SEWER	\$680.68	\$0.00	\$680.68
161	MADISON SUBURBAN UTILITY DIST	108 WEST WEBSTER STREET MADISON, TN 37115	002.1880.0; 010 0400.0; 010.0420.0	WATER/SEWER	\$338.80	\$0.00	\$338.80
162	MADISON UTILITIES, AL	101 RAY SANDERSON DR WATER & WASTEWATER MADISON, AL 35758	111-0312-01	WATER/SEWER	\$156.27	\$0.00	\$156.27
163	MARIETTA POWER	675 NORTH MARIETTA PKWY MARIETTA, GA 30060	282944-14707	ELECTRIC, WATER/SEWER	\$1,382.60	\$0.00	\$1,382.60
164	MARION NATURAL GAS SYSTEM (BOARD OF WTR)	138 S CEDAR AVENUE SOUTH PITTSBURG, TN 37380	0006 07000 01; 0006 07100 01	NATURAL GAS, WATER/SEWER	\$506.66	\$0.00	\$506.66
165	MCMINNVILLE ELECTRIC SYSTEM	200 WEST MORFORD STREET MCMINNVILLE, TN 37111	17093001	ELECTRIC	\$969.98	\$0.00	\$969.98
166	MCMINNVILLE TN-WATER & SEWER DEPT	101 E MAIN ST MCMINNVILLE, TN 37110	090-04050-01	WATER/SEWER	\$111.63	\$0.00	\$111.63
167	MEDIACOM	100 CRYSTAL RUN ROAD SUITE 103 MIDDLETOWN, NY 10941	8384680010113445; 8384680010104261; 8384680010113734; 8384660010106599; 8384670010103090; 8384660290094242; 8384670010103058	TELECOM SERVICES	\$551.21	\$0.00	\$551.21
168	MEMPHIS LIGHT, GAS & WATER DIVISION	220 SOUTH MAIN ST MEMPHIS, TN 38103	00012-5939-1042-207; 00012-5939-1074-951; 00012-5939-1430-627; 00012-5939-1390-870; 00012-5939-1062-347; 00012-5939-1213-389; 00012-5939-1404-776; 00012-5939-1374-849; 00012-5939-1540-632; 00012-5939-1549-660; 00012-5939-1185-413	ELECTRIC, NATURAL GAS, WATER/SEWER, WASTE/RECYCLE	\$18,028.67	\$0.00	\$18,028.67
169	METRO WATER SERVICES TN	1700 3RD AVE NORTH NASHVILLE, TN 37208	0060170300; 0252786300; 0109271300; 0086038300; 0159272300; 0121636300; 0094023300	WATER/SEWER	\$1,764.03	\$0.00	\$1,764.03
170	MIDDLE TENNESSEE ELECTRIC MEMBERSHIP	326 ST. ANDREWS DRIVE MURFREESBORO, TN 37128	2902150209	ELECTRIC	\$1.67	\$0.00	\$1.67
171	MIDDLE TENNESSEE NATURAL GAS	1030 WEST BROAD STREET SMITHVILLE, TN 37166	206038-105608	NATURAL GAS	\$301.60	\$0.00	\$301.60
172	MISSISSIPPI POWER	600 NORTH 18TH STREET BIRMINGHAM, AL 35203-8180	2615 MAIN ST; 37691-65025; 00141-02026; 91431-84006; 91221-84006; 1045 ELLIS AVENUE; 4307 N STATE STREET; 3875 HIGHWAY 80 W; 2325 LAKELAND DRIVE; 2010 E COUNTY LINE RD; 522 HIGHWAY 19 SOUTH; 72909-37019; OLD HIGHWAY 72; 3502 US HWY 80	ELECTRIC	\$7,606.67	\$7,250.00	\$356.67
173	MOBILE AREA WATER & SEWER SYSTEM-MAWSS	4725 MOFFETT ROAD MOBILE, AL 36618	0206717300; 0204224300; 0204024300; 0143534300; 0205679300; 0220807301	WATER/SEWER	\$1,110.38	\$550.00	\$560.38
174	MOBILE COUNTY WATER, SEWER & FIRE, AL	5780 THEODORE DAWES RD THEODORE, AL 36582	14-5032-0; 14-5030-1	WATER/SEWER	\$367.94	\$0.00	\$367.94

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175	MONTGOMERY WATER WORKS	2000 INTERSTATE PARK DRIVE MONTGOMERY, AL 36109	110-0083.300; 256-0390.300; 26-0144.300; 121-0005.300; 258-0326.301; 87-1638.301; 333-1381.301	WATER/SEWER	\$877.17	\$1,500.00	\$0.00
176	MURFREESBORO ELECTRIC DEPARTMENT (MED)	205 NORTH WALNUT STREET MURFREESBORO, TN 37130	15801005	ELECTRIC	\$1,184.36	\$10,000.00	\$0.00
177	MURFREESBORO WATER RESOURCES DEPARTMENT	300 NW BROAD STREET MURFREESBORO, TN 37130	000029790-00027502; 000029790-00027501	WATER/SEWER	\$222.04	\$0.00	\$222.04
178	NASHVILLE ELECTRIC SERVICE	1214 CHURCH STREET NASHVILLE, TN 37246	0103772-0323209; 0103772-0132424; 0103772-0175083; 0103772-0142115; 0103772-0261494; 0103772-0050022; 0103772-0092378; 0103772-0345192; 0103772-0345988	ELECTRIC	\$12,163.31	\$0.00	\$12,163.31
179	NEWPORT UTILITIES BOARD	300 E. MAIN STREET NEWPORT, TN 37821	75039; 137268	ELECTRIC, WATER/SEWER	\$1,506.53	\$5,800.00	\$0.00
180	NORTH ALABAMA GAS DIST, AL	108 CHURCH ST. MADISON, AL 35758	6824	NATURAL GAS	\$285.45	\$1,000.00	\$0.00
181	NORTH ALABAMA GAS DIST. MUSCLE SHOALS	602 DEARBORN AVENUE MUSCLE SHOALS, AL 35662	75362	NATURAL GAS	\$415.47	\$0.00	\$415.47
182	NORTH GEORGIA EMC	1850 CLEVELAND HIGHWAY DALTON, GA 30721	21627500001; 28210002003	ELECTRIC	\$2,414.91	\$0.00	\$2,414.91
183	NORTHEAST FLORIDA TELEPHONE COMPANY	130 NORTH 4TH STREET MACCLENNY, FL 32063	00017472	TELECOM SERVICES	\$26.09	\$0.00	\$26.09
184	NORTHLAND COMMUNICATIONS	101 STEWART STREET SUITE 700 SEATTLE, WA 98101	831420844	TELECOM SERVICES	\$47.81	\$0.00	\$47.81
185	OAK RIDGE UTILITY DIST TN	120 SOUTH JEFFERSON CIRCLE OAK RIDGE, TN 37830	22135-001	NATURAL GAS	\$306.98	\$0.00	\$306.98
186	ORANGE COUNTY UTILITIES	9150 CURRY FORD ROAD ORLANDO, FL 32825	4672356200	WATER/SEWER	\$102.42	\$451.22	\$0.00
187	ORLANDO UTILITIES COMMISSION	100 WEST ANDERSON ST. ORLANDO, FL 32801	5908 S ORANGE BLOSSOM TRL; 3634 CURRY FORD RD; 6201 W COLONIAL DR	ELECTRIC, WATER/SEWER, WASTE/RECYCLE	\$5,636.46	\$0.00	\$5,636.46
188	PASCAGOULA UTILITIES, MS	622 DELMAS AVENUE PASCAGOULA, MS 39567	0792172500	WATER/SEWER	\$147.67	\$0.00	\$147.67
189	PIEDMONT NATURAL GAS	4720 Piedmont Row Drive CHARLOTTE, NC 33068	6002827403001; 3000074503006; 3000074503011; 3000074503009; 3000074503021; 3000074503004; 3000074503003; 3000074503005; 3000074503010; 3000074503014; 3000074503022	NATURAL GAS	\$3,912.36	\$0.00	\$3,912.36
190	POWERSECURE, INC.	1609 HERITAGE COMMERCE COURT WAKE FOREST, NC 27587	ATL066; P7566; BCF002; 402261; P7585; P7590; P7592; P7594; P7597; P7598; CHNO16; P7603; P7606; P7607; P7609; P7610; P7614; P7620; P7623; P7643; P7662; P7663; P7667; P7668; P7670; P7671; JAX020; P7673; P7675; P7676; P7677; P7678; JAXF06; JCMM09; P7687; P7688; KNX006; P7690; P7721; P7722; P7723; P7724; P7725; P7726; P7727; P7728; P7729; P7730; P7732; MBL012; P7751; P7753; P7755; P7756; P7757; P7758; P7759; P7638; P7639; P9670; P7655; P7692; P7694; P7695; P7696; P7698; P7699; P7700; P7701; P7702; P7703; P9489; P7705; ORL004; P7707; P7708; P7709; P7710; P7711; ORL013; P7712; TALF02; P7601; P7604; P7608	ELECTRIC	\$15,248.59	\$0.00	\$15,248.59
191	REPUBLIC SERVICES NATIONAL ACCOUNTS, LLC 27-	18500 NORTH ALLIED WAY PHOENIX, AZ 85054	KIM001	WASTE/RECYCLE	\$26,371.64	\$0.00	\$26,371.64
192	RITTER COMMUNICATIONS	2400 RITTER DRIVE JONESBORO, AR 72401	002211769	TELECOM SERVICES	\$59.00	\$0.00	\$59.00
193	RIVIERA UTILITIES - FOLEY, AL	413 EAST LAUREL AVE. FOLEY, AL 36535	37-30050-03; 37-29950-03	NATURAL GAS, WATER/SEWER	\$416.04	\$4,000.00	\$0.00
194	ROCKDALE COUNTY STORMWATER UTILITY	958 MILSTEAD AVE. CONYERS, GA 30012	724001-194453	WATER/SEWER	\$12.01	\$0.00	\$12.01

<u>#</u>	<u>Provider</u>	<u>Provider Address</u>	<u>Account Numbers</u>	<u>Services</u>	<u>Average 2 week Spend</u>	<u>Deposit Amount</u>	<u>Adequate Assurance Deposit (In \$)</u>
195	ROCKDALE WATER RESOURCES	958 MILSTEAD AVE. ROOM 321 3RD FLOOR CONYERS, GA 30012	402678-102678	WATER/SEWER	\$209.19	\$0.00	\$209.19
196	SARALAND WATER SERVICE	307 SHELTON BEACH ROAD SARALAND, AL 36571	07-2440-01; 07-2441-01	WATER/SEWER	\$141.21	\$450.00	\$0.00
197	SAWYER GAS - 1720	460 N GULPH RD KING OF PRUSSIA, PA 19406-2815	202120280	PROPANE	\$1,475.33	\$0.00	\$1,475.33
198	SCOTTSBORO ELECTRIC POWER BOARD	404 E WILLOW ST SCOTTSBORO, AL 35768	205882-105875	ELECTRIC	\$903.32	\$0.00	\$903.32
199	SCOTTSBORO UTILITY	404 E WILLOW ST PO BOX 550 SCOTTSBORO, AL 35782	500129000200	TELECOM SERVICES	\$55.05	\$0.00	\$55.05
200	SCOTTSBORO WATER, SEWER AND GAS BOARD	404 EAST WILLOW ST. SCOTTSBORO, AL 35768	227748-127047	NATURAL GAS, WATER/SEWER	\$897.46	\$0.00	\$897.46
201	SEMINOLE COUNTY, FL	500 W LAKE MARY BLVD SANFORD, FL 32773-7499	48673-327156	WATER/SEWER	\$163.93	\$0.00	\$163.93
202	SEQUACHEE VALLEY ELECTRIC COOPERATIVE	512 SOUTH CEDAR AVENUE SOUTH PITTSBURG, TN 37380	97440001	ELECTRIC	\$1,421.90	\$8,000.00	\$0.00
203	SEVIER COUNTY ELECTRIC SYSTEM	315 E. MAIN STREET SEVIERVILLE, TN 37862	22943001	ELECTRIC	\$1,127.84	\$0.00	\$1,127.84
204	SEVIER COUNTY UTILITY DISTRICT (SCUD)	420 ROBERT HENDERSON RD. SEVIERVILLE, TN 37862	204896-102859	NATURAL GAS	\$236.42	\$0.00	\$236.42
205	SEWER & WATER UTILITY BILL	3600 1ST AVE N BIRMINGHAM, AL 35222-1210	210010055962; 210010122604; 210010118094; 210010153471; 210010177886	WATER/SEWER	\$1,268.88	\$0.00	\$1,268.88
206	SOUTHEAST GAS - ANDULASIA	715 M L KING JUNIOR EXPRESSWAY ANDALUSIA, AL 36420	163082	NATURAL GAS	\$281.79	\$0.00	\$281.79
207	SOUTHEAST GAS - DOTHAN	2390 ROSS CLARK CIR DOTHAN, AL 36301	311518	NATURAL GAS	\$274.45	\$7,150.00	\$0.00
208	SOUTHERN FIBER WORX, LLC	1216 E 13TH AVE CORDELE, GA 31015	Various	TELECOM SERVICES	\$64.50	\$0.00	\$64.50
209	SPARKLIGHT	210 E. EARLL DR. PHOENIX, AZ 85012	107145914; 116793787; 117590760	TELECOM SERVICES	\$97.46	\$0.00	\$97.46
210	SPIRE/ATLANTA	SPIRE MIDTOWN MANAGEMENT OFFICE 860 PEACHTREE STREET NE ATLANTA, GA 30308	012008875001 4; 000016029-001	NATURAL GAS	\$634.27	\$0.00	\$634.27
211	SPIRE/BIRMINGHAM	700 MARKET ST. ST. LOUIS, MO 63101	200000791351; 200000791353; 200000791345; 200000791357; 200000791349; 200001148281; 200001222282; 200001194403; 200001217348; 200001224887; 200001468866; 200001193722; 200001254178; 200001252576; 200000791359; 200000791355; 200000791348; 200000791358; 200000791344; 200001175060; 200001146293; 200001499498; 200000791347; 200001430828	NATURAL GAS	\$8,112.08	\$1,772.80	\$6,339.28
212	ST JOHNS COUNTY UTILITY DEPARTMENT	1205 SR 16 ST. AUGUSTINE, FL 32084	544772-112176	WATER/SEWER	\$139.90	\$0.00	\$139.90
213	SUWANNEE VALLEY ELECTRIC COOPERATIVE, FL	11340 100TH STREET LIVE OAK, FL 32060	3352201	ELECTRIC	\$154.44	\$5,595.00	\$0.00
214	TARRANT ELECTRIC DEPT AL	2533 COMMERCE WAY TARRANT, AL 35217	200320-100300	ELECTRIC	\$1,398.52	\$0.00	\$1,398.52

<u>#</u>	<u>Provider</u>	<u>Provider Address</u>	<u>Account Numbers</u>	<u>Services</u>	<u>Average 2 week Spend</u>	<u>Deposit Amount</u>	<u>Adequate Assurance Deposit (In \$)</u>
215	TDS TELECOM	525 JUNCTION ROAD MADISON, WI 53717	6157546417; 0010703192; 8659228316; 8656711221	TELECOM SERVICES	\$62.51	\$0.00	\$62.51
216	TECO TAMPA ELECTRIC COMPANY	2405 EAST SLIGH AVENUE TAMPA, FL 33610	211009220511; 211009221295	ELECTRIC	\$2,355.77	\$28,955.00	\$0.00
217	TECO: PEOPLES GAS	316 SW 33RD AVE OCALA, FL 34474	211009149652; 211009221717; 211009148688; 211009148175; 211009149181; 211009148381; 211009148936; 211009222616; 211009223507; 211009221949; 211009223317; 211009224190; 211009224737; 211009224893; 211009220024; 211009149876; 211009220339; 211015230942; 211009221485; 211009222145; 211009223127; 211009220784; 211009221048; 221006756813	NATURAL GAS	\$2,311.85	\$52,265.00	\$0.00
218	TENNESSEE-AMERICAN WATER COMPANY	109 WIEHL STREET? CHATTANOOGA, TN 37403	1026-210014953078; 1026-210015399295; 1026- 210017032383; 1026-210015091225; 1026-210015062456; 1026-210015941610; 1026-210017423231; 1026- 210016609698; 1026-210016579384	WATER/SEWER	\$1,212.35	\$0.00	\$1,212.35
219	TIME WARNER TELECOM	100 CENTURYLINK DRIVE MONROE, LA 71203	056626901; 103039362402017001	TELECOM SERVICES	\$125.43	\$0.00	\$125.43
220	TOHO WATER AUTHORITY	951 MARTIN LUTHER KING JR. BLVD. KISSIMMEE, FL 34741	000624140-000545120	WATER/SEWER	\$152.18	\$0.00	\$152.18
221	TOWN OF ORANGE PARK, FL	2042 PARK AVENUE ORANGE PARK, FL 32073	214-228300-01; 214-228200-01	WATER/SEWER	\$208.09	\$0.00	\$208.09
222	TRENTON TELEPHONE COMPANY	183 1ST STREET TRENTON, GA 30752	000028171	TELECOM SERVICES	\$27.03	\$0.00	\$27.03
223	TUPELO WATER & LIGHT DEPT	71 E. TROY ST. TUPELO, MS 38804	216117-115658	ELECTRIC, WATER/SEWER	\$1,133.59	\$6,000.00	\$0.00
224	VERIZON WIRELESS	1095 AVENUE OF THE AMERICAS NEW YORK, NY 10036	719967334-00001	TELECOM SERVICES	\$1,137.82	\$0.00	\$1,137.82
225	WALTON EMC	842 HIGHWAY 78 NW MONROE, GA 30655	107220003; 107220004	ELECTRIC	\$2,173.33	\$7,200.00	\$0.00
226	WASTE CONNECTIONS OF TN - DISTRICT 6010	621 E BROOKS RD MEMPHIS, TN 38116	6061-119	WASTE/RECYCLE	\$30.45	\$0.00	\$30.45
227	WEST MEMPHIS UTILITY COMMISSION	604 EAST COOPER AVENUE WEST MEMPHIS, AR 72301	6125-4	ELECTRIC, WATER/SEWER	\$1,085.34	\$2,700.00	\$0.00
228	VIASAT, INC.	3902 SOUTH TRADITIONS DRIVE COLLEGE STATION, TX 77845	306579996	TELECOM SERVICES	\$158.89	\$100.00	\$58.89
229	WEST WILSON UTILITY DISTRICT	10960 LEBANON ROAD MT. JULIET, TN 37122	46510107.0095	WATER/SEWER	\$6.25	\$150.00	\$0.00
230	WILFORD PROPANE GAS CO., INC	706 KINGSLEY AVENUE ORANGE PARK, FL 32073	1-52074	PROPANE	\$891.05	\$0.00	\$891.05
231	WINDSTREAM	4001 RODNEY PARHAM ROAD LITTLE ROCK, AR 72212	070140672; 072900289; 072010550; 072127669; 071396367; 071593383; 073574318; 071755576; 070525254; 073725385; 061292297; 073738869; 073745827	TELECOM SERVICES	\$536.22	\$0.00	\$536.22

EXHIBIT B

Interim Order

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:)	Chapter 11
)	
THE KRYSTAL COMPANY, <i>et al.</i> ¹)	Case No. 20-61065
)	
)	
Debtors.)	(Jointly Administered)
)	

**INTERIM ORDER (I) PROHIBITING UTILITIES FROM ALTERING, REFUSING, OR
DISCONTINUING SERVICE ON ACCOUNT OF PREPETITION INVOICES; (II)
DEEMING UTILITIES ADEQUATELY ASSURED OF FUTURE PERFORMANCE;
(III) ESTABLISHING PROCEDURES FOR DETERMINING ADEQUATE
ASSURANCE OF PAYMENT; AND (IV) GRANTING RELATED RELIEF**

This matter is before the Court on the *Emergency Motion for Entry of Interim and Final Orders (I) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service on Account of*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: The Krystal Company (4140); Krystal Holdings, Inc. (5381); and K-Square Acquisition Co., LLC (8916). The location of the Debtors' corporate headquarters and service address is: 1455 Lincoln Parkway, Suite 600, Dunwoody, Georgia 30346.

Prepetition Invoices; (II) Deeming Utilities Adequately Assured of Future Performance; (III) Establishing Procedures for Determining Adequate Assurance of Payment; and (IV) Granting Related Relief (the “Motion”) [Docket No. __] of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). All capitalized terms used but not defined herein shall have the meanings given to them in the Motion.

The Court has considered the Motion, the First Day Declaration, and the matters reflected in the record of the hearing held on the Motion on January 22, 2020. It appears that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §1408; and it appearing that the relief requested is in the best interests of the Debtors, the Debtors’ estates, their creditors, and other parties in interest, and that good cause has been shown therefor; IT IS HEREBY ORDERED:

1. The Motion is granted to the extent set forth herein.
2. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
3. A final hearing (the “Final Hearing”) upon the Debtors’ Motion shall be held before the undersigned on _____, 2020 at _____. Any Utility Provider that objects to the relief sought in the Motion must file a written objection to the Motion and serve a copy of the objection on counsel for the Debtors at least three (3) days before the Final Hearing.

4. The Debtors are authorized, but not directed, to pay on a timely basis, in accordance with their prepetition practices, all undisputed invoices in respect of postpetition Utility Services rendered by the Utility Providers to the Debtors.

5. The following Adequate Assurance Procedure is hereby approved. The Debtors will deposit the Adequate Assurance Deposit in the Adequate Assurance Account prior to the Final Hearing on the Motion. The Debtors may reduce the amount deposited in the Adequate Assurance Account in the event that their relationship with any Utility Provider ends as a result of a store closure or otherwise.

6. Until such time as the Final Order is entered, subject to the procedures described below, no Utility Provider may alter, refuse, terminate, or discontinue services to, and/or discriminate against the Debtors on the basis of commencement of these cases or on account of unpaid invoices for service provided by any of the Utility Providers to the Debtors prior to the Commencement Date.

7. Notwithstanding the terms of paragraph 6 above, the following procedures shall be used by the Court to determine, if necessary, whether the requested assurance of payment by a Utility Provider is adequate (the "Determination Procedures"):

- a. Absent compliance with the Determination Procedures, a Utility Provider may not alter, refuse or discontinue service to or otherwise discriminate against the Debtors on account of the commencement of these chapter 11 cases or any unpaid prepetition charges or request payment of a deposit or receipt of other security in connection with any unpaid prepetition charges.
- b. Within three (3) business days after the entry of this Order on the Motion, the Debtors will serve a copy of this Order to the Utility Providers on the Utility Service List by first class mail. In the event that any Utility Provider has been omitted from the Utility Service List, the Debtors shall supplement this list and shall promptly serve a copy of the Interim Order on such Utility Provider upon learning of such omission.

- c. If a Utility Provider is not satisfied with the Proposed Adequate Assurance provided by the Debtors, the Utility Provider may make a request for additional assurance of payment (a “Request”) and serve such Request so that it is received no later than seven (7) days prior to the Final Hearing by counsel for the Debtors, at King & Spalding LLP, 1180 Peachtree Street, Atlanta, Georgia 30309-3521 (Attention: Leia Clement Shermohammed, Esq.). Any such Request by a Utility Provider must specify the amount and nature of assurance of payment that would be satisfactory to the Utility Provider and must set forth (i) the type of utility services that are provided and the associated account number, (ii) the location for which the relevant utility services are provided, (iii) a list of any deposits or other security currently held by such Utility Provider and held by such Utility Provider immediately prior to the Petition Date on account of the Debtors, (iv) a description of any payment delinquency or irregularity by the Debtors for the postpetition period, and (v) the average monthly amount owed by the Debtors for each of the prior six months.
- d. Without further order of the Court, the Debtors may enter into agreements granting to the Utility Providers that have submitted Requests any assurance of payment that the Debtors, in their sole discretion, determine is reasonable.
- e. If a Utility Provider timely requests assurance of payment that the Debtors believe is unreasonable, and if after good faith negotiations by the parties, the parties are not able to resolve the issue, the adequacy of assurances of payment with respect to any such Utility Provider pursuant to section 366(c)(3) of the Bankruptcy Code will be determined at the Final Hearing.
- f. Pending resolution of a Request at the Final Hearing and pending entry of a final, non-appealable order thereon finding that the Utility Provider is not adequately assured of future payment, such Utility Provider shall be (i) prohibited from discontinuing, altering or refusing service to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Proposed Adequate Assurance and (ii) deemed to have adequate assurance of payment.
- g. Any Utility Provider that does not timely request assurance of payment through a Request pursuant to the Determination Procedures automatically will be deemed to have received assurance of payment that is satisfactory to the Utility Provider under section 366(c)(2) without further action by the Debtors and without prejudice to the right of such Utility Provider to seek relief in the future pursuant to section 366(c)(3).

8. The Debtors are authorized, as necessary, to adjust periodically the amount in the Adequate Assurance Account to reflect the following two factors: (a) the termination of Utility Services by the Debtors; and (b) the entry into any agreements between the Debtors and the applicable Utility Providers.

9. If an amount relating to Utility Services provided postpetition by a Utility Provider is unpaid, and remains unpaid beyond any applicable grace period, such Utility Provider may request a disbursement from the Adequate Assurance Account by giving notice to counsel to the Debtors, King & Spalding LLP, 1180 Peachtree Street, Atlanta, Georgia 30309-3521 (Attention: Leia Clement Shermohammed, Esq.). Within five (5) business days after the date the request is received by the Debtors, the Debtors shall either (i) bring the account current or (ii) honor the request, subject to the ability of the Debtors and any such requesting Utility Provider to resolve any dispute regarding such request without further order of the Court. In no event shall a Utility Provider be permitted to receive aggregate disbursements in excess of the total amount set forth for such Utility Provider under the column labeled "Adequate Assurance" on Exhibit A. If the Debtors do not bring the account current, the Utility Provider may terminate Utility Services as to the account for which such disbursement from the Adequate Assurance is required.

10. In addition, the Debtors are authorized, as necessary, to provide notice and a copy of this Order to any Additional Utility Providers as such Additional Utility Providers are identified. Such Additional Utility Providers shall be subject to the terms of the Interim Order, including the Determination Procedures. If an Additional Utility Provider fails to submit a Request within thirty (30) days after being served with this Order, the Additional Utility Provider

shall be deemed to have received adequate assurance of payment that is satisfactory to such Additional Utility Provider pursuant to section 366(c)(2) of the Bankruptcy Code without prejudice to the right of such Additional Utility Provider to seek relief in the future pursuant to section 366(c)(3)(A).

11. Any Utility Provider may request relief from this Order and may request an expedited hearing on such request.

12. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.

13. The Debtors' banks may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this Order, and any such bank shall not have any duty of further inquiry or liability to any party for relying on such representations by the Debtors as provided for in this Interim Order.

14. Notwithstanding anything to the contrary in this Order, any payment made (or to be made) and any authorization contained in this Order shall be subject to the terms, conditions, limitations, and requirements of the *Interim and Final Orders* (*1) Authorizing the Debtors to Use Cash Collateral, (2) Granting Adequate Protection to Lenders, (3) Modifying the Automatic Stay, (4) Setting a Final Hearing, and (5) Granting Related Relief* (collectively, the "Cash Collateral Order"), and to the extent there is any inconsistency between the terms of the Cash Collateral Order and any action taken or proposed to be taken under this Order, the terms of the Cash Collateral Order (together with any approved budget (including any permitted variances) in connection therewith) shall control.

15. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

16. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

17. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order.

19. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

20. Counsel for the Debtors is directed to serve a copy of this Order on all the parties that received service of the Motion within three (3) days of the entry of this Order and file a certificate of service with the Clerk of Court.

[END OF ORDER]

Prepared and presented by:

/s/ Sarah R. Borders

Sarah R. Borders

Georgia Bar No. 610649

Jeffrey R. Dutson

Georgia Bar No. 637106

Leia Clement Shermohammed

Georgia Bar No. 972711

KING & SPALDING LLP

1180 Peachtree Street NE

Atlanta, Georgia 30309

Telephone: (404) 572-4600

Email: sborders@kslaw.com

Email: jdutson@kslaw.com

Email: lsheirmohammed@kslaw.com

Proposed Counsel for the Debtors in Possession

EXHIBIT C

Final Order

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:)	Chapter 11
)	
THE KRYSTAL COMPANY, <i>et al.</i> ¹)	Case No. 20-61065
)	
)	
Debtors.)	(Jointly Administered)
)	

**FINAL ORDER (I) PROHIBITING UTILITIES FROM ALTERING, REFUSING, OR
DISCONTINUING SERVICE ON ACCOUNT OF PREPETITION INVOICES; (II)
DEEMING UTILITIES ADEQUATELY ASSURED OF FUTURE PERFORMANCE;
(III) ESTABLISHING PROCEDURES FOR DETERMINING ADEQUATE
ASSURANCE OF PAYMENT; AND (IV) GRANTING RELATED RELIEF**

This matter is before the Court on the *Emergency Motion for Entry of Interim and Final Orders (I) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service on Account of Prepetition Invoices; (II) Deeming Utilities Adequately Assured of Future Performance; (III)*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: The Krystal Company (4140); Krystal Holdings, Inc. (5381); and K-Square Acquisition Co., LLC (8916). The location of the Debtors' corporate headquarters and service address is: 1455 Lincoln Parkway, Suite 600, Dunwoody, Georgia 30346.

Establishing Procedures for Determining Adequate Assurance of Payment; and (IV) Granting Related Relief (the “Motion”) [Docket No. ____] of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). All capitalized terms used but not defined herein shall have the meanings given to them in the Motion. On January __, 2020 the Court granted the Motion on an interim basis and scheduled a Final Hearing for _____, 2020.

The Court has considered the Motion, the First Day Declaration, and the matters reflected in the record of the hearings held on the Motion on January 22, 2020 and _____, 2020. It appears that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §1408; and it appearing that the relief requested is in the best interests of the Debtors, the Debtors’ estates, their creditors, and other parties in interest, and that good cause has been shown therefor; IT IS HEREBY ORDERED:

1. The Motion is granted to the extent set forth herein.
2. The terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.
3. The Debtors are authorized, but not directed, to pay on a timely basis, in accordance with their prepetition practices, all undisputed invoices in respect of postpetition utility services rendered by the Utility Providers to the Debtors.

4. All Utility Providers are prohibited from altering, refusing, or discontinuing services to, and/or discriminating against the Debtors on the basis of commencement of these cases or on account of unpaid invoices for service provided by any of the Utility Providers to the Debtors prior to the Commencement Date.

5. The procedures approved in the Interim Order are approved on a final basis.

6. The Debtors are authorized, as necessary, to adjust periodically the amount in the Adequate Assurance Account to reflect the following two factors: (a) the termination of Utility Services by the Debtors; and (b) the entry into any agreements between the Debtors and the applicable Utility Providers.

7. If an amount relating to Utility Services provided postpetition by a Utility Provider is unpaid, and remains unpaid beyond any applicable grace period, such Utility Provider may request a disbursement from the Adequate Assurance Account by giving notice to counsel to the Debtors, King & Spalding LLP, 1180 Peachtree Street, Atlanta, Georgia 30309-3521 (Attention: Leia Clement Shermohammed, Esq.). Within five (5) business days after the date the request is received by the Debtors, the Debtors shall either (i) bring the account current or (ii) honor the request, subject to the ability of the Debtors and any such requesting Utility Provider to resolve any dispute regarding such request without further order of the Court. In no event shall a Utility Provider be permitted to receive aggregate disbursements in excess of the total amount set forth for such Utility Provider under the column labeled "Adequate Assurance" on Exhibit A. If the Debtors do not bring the account current, the Utility Provider may terminate Utility Services as to the account for which such disbursement from the Adequate Assurance is required.

8. In addition, the Debtors are authorized, as necessary, to provide notice and a copy of this Final Order to any Additional Utility Providers as such Additional Utility Providers are identified. Such Additional Utility Providers shall be subject to the terms of the Final Order, including the Determination Procedures. If an Additional Utility Provider fails to submit a Request within thirty (30) days after being served with this Final Order, the Additional Utility Provider shall be deemed to have received adequate assurance of payment that is satisfactory to such Additional Utility Provider pursuant to section 366(c)(2) of the Bankruptcy Code without prejudice to the right of such Additional Utility Provider to seek relief in the future pursuant to section 366(c)(3)(A).

9. The Debtors' banks may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this Final Order, and any such bank shall not have any duty of further inquiry or liability to any party for relying on such representations by the Debtors.

10. Any Utility Provider may request relief from this Order and may request an expedited hearing on such request.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.

12. Notwithstanding anything to the contrary in this Order, any payment made (or to be made) and any authorization contained in this Order shall be subject to the terms, conditions, limitations, and requirements of the *Interim and Final Orders (1) Authorizing the Debtors to Use Cash Collateral, (2) Granting Adequate Protection to Lenders, (3) Modifying the Automatic Stay, (4) Setting a Final Hearing, and (5) Granting Related Relief* (collectively, the "Cash

Collateral Order”), and to the extent there is any inconsistency between the terms of the Cash Collateral Order and any action taken or proposed to be taken under this Order, the terms of the Cash Collateral Order (together with any approved budget (including any permitted variances) in connection therewith) shall control.

13. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

14. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

15. Counsel for the Debtors is directed to serve a copy of this Final Order on all the parties that received service of the Motion within three (3) days of the entry of this Final Order and to file a certificate of service with the Clerk of Court.

[END OF ORDER]

Prepared and presented by:

/s/ Sarah R. Borders

Sarah R. Borders

Georgia Bar No. 610649

Jeffrey R. Dutson

Georgia Bar No. 637106

Leia Clement Shermohammed

Georgia Bar No. 972711

KING & SPALDING LLP

1180 Peachtree Street NE

Atlanta, Georgia 30309

Telephone: (404) 572-4600

Email: sborders@kslaw.com

Email: jdutson@kslaw.com

Email: lsheirmohammed@kslaw.com

Proposed Counsel for the Debtors in Possession